

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>BRISKMAN LOUIS J</b> _____ (Last) (First) (Middle) <b>51 WEST 52ND STREET</b> _____ (Street) <b>NEW YORK NY 10019</b> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>CBS CORP [ CBS, CBS.A ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>X</b> <b>EVP and General Counsel</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>02/23/2012</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <b>X</b> Form filed by One Reporting Person Form filed by More than One Reporting Person		
			4. If Amendment, Date of Original Filed (Month/Day/Year)					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
CBS Class B common stock	02/23/2012		M		38,018	A	\$0 <sup>(1)</sup>	238,158	D	
CBS Class B common stock	02/23/2012		M		22,748	A	\$0 <sup>(1)</sup>	260,906	D	
CBS Class B common stock	02/23/2012		A <sup>(2)</sup>		16,160	A	\$0.0000 <sup>(1)</sup>	277,066	D	
CBS Class B common stock	02/23/2012		F		43,428	D	\$29.44	233,638	D	
CBS Class B common stock								4,641	I	By 401(k)
CBS Class B common stock								2,784	I	By Hill's End Partners, L.P. <sup>(3)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy) <sup>(4)</sup>	\$29.44	02/23/2012		A		135,900		02/23/2013 <sup>(5)</sup>	02/23/2020	CBS Class B common stock	135,900	\$0.0000 <sup>(4)</sup>	135,900	D	
Restricted Share Units <sup>(6)</sup>	(7)	02/23/2012		M		38,018		02/23/2011 <sup>(7)</sup>	(7)	CBS Class B common stock	38,018	\$0.0000	76,037	D	
Restricted Share Units <sup>(6)</sup>	(7)	02/23/2012		A <sup>(8)</sup>		49,632		02/23/2012 <sup>(7)</sup>	(7)	CBS Class B common stock	49,632	\$0.0000 <sup>(6)</sup>	90,992	D	
Restricted Share Units <sup>(6)</sup>	(7)	02/23/2012		M		22,748		02/23/2012 <sup>(7)</sup>	(7)	CBS Class B common stock	22,748	\$0.0000	68,244	D	
Restricted Share Units <sup>(6)</sup>	(7)	02/23/2012		A		30,570		02/23/2013 <sup>(7)</sup>	(7)	CBS Class B common stock	30,570	\$0.0000 <sup>(6)</sup>	30,570	D	

**Explanation of Responses:**

- On February 23, 2012, the closing price of the CBS Class B common stock on the NYSE was \$29.44.
- Acquired in connection with the vesting of performance share units granted on February 28, 2008.
- By Hill's End Partners, L.P., a family partnership. The Reporting Person disclaims beneficial ownership of the Class B common stock held by the partnership to the extent that he has no pecuniary interest.
- Right to buy under Issuer's long term incentive plan.
- This option vests in four equal installments beginning on February 23, 2013.
- Granted under the Issuer's long term incentive plan.
- These Restricted Share Units (RSUs) vest in four equal annual installments and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.
- On February 23, 2012, the performance target associated with these RSUs was certified as having been achieved.

/s/ Louis J. Briskman

02/27/2012

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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