(Street) NORWOOD

(City)

 $\mathbf{M}\mathbf{A}$

(State)

02062

(Zip)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
|--|
| Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| Instruction 1(h) |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response. 0.5

| U obligat | n 16. Form 4 or ions may contii tion 1(b). | | | File | | | | | | | rities Exchanç | | 1934 | | | ll ll | ated average burd per response: | 0.5 |
|--|--|--|-------------------------------------|--|---|--|---|--|---|---------------------------------------|---|---|--|----------------------------|--|---|---|--|
| 1. Name and Address of Reporting Person* REDSTONE SUMNER M | | | | | 2. | or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol CBS CORP [CBS, CBS.A] | | | | | | | | | k all app Dired | olicable) ctor | ng Person(s) to I | Owner |
| (Last) (First) (Middle) 51 WEST 52ND STREET | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 08/15/2014 | | | | | | | | X Officer (give title Other (specify below) below) Executive Chairman | | | | | |
| , | NEW YORK NY 10019 | | | | 4. | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | Line) | Individual or Joint/Group Filing (Check Applicable ne) Form filed by One Reporting Person X Form filed by More than One Reporting Person | | | |
| (City) | (S | | (Zip) e I - N | lon-Deriv | vativ | e Se | curitie | es Ac | auire | .d. D | isposed o | f. or B | enefi | cially | Own | ed | | |
| 1. Title of Security (Instr. 3) | | | | 2. Transact Date (Month/Day | tion | 2A. Exe | . Deemed ecution Date, | | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired Disposed Of (D) (Institution | | I (A) or | | 5. Amount of Securities Beneficially Owned Following | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
| | | | | | | | | | Code | v | Amount | (A) or (D) | Price | ! | | rted action(s) . 3 and 4) | | (Instr. 4) |
| CBS Class A common stock | | | | 08/15/2014 | | | | C ⁽¹⁾ | | 1,000,000 | D | \$0.0 | \$0.0000(1) | | ,110,899 | I | By NAI and NAI EH ⁽²⁾ | |
| CBS Clas | ss B commo | on stock | | 08/15/2 | 2014 | 14 | | | C ⁽¹⁾ | | 1,000,000 | A | A \$0.0000 ⁽¹ | | 9,627,200 | | I | By NAI and NAI EH ⁽³⁾ |
| CBS Clas | s A commo | on stock | | | | | | | | | | | | | | 40 | D | |
| CBS Class B common stock | | | | | | | | | | | | Ī | | 2 | 02,493 | D | | |
| CBS Clas | S D COIIIIIC | OH Stock | | | | | | | | | | | | | | .02,433 | | |
| CBS Clas | S B COIIIIIC | | able II | | | | | | | | oosed of, o | | | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | | 3A. De Execu if any | (e.g., p | uts, 4. Trans | | 5. Nu of Deriv Secu Acqu (A) o Dispo | ants mber rative rities iired r osed) 7. 3, 4 | 6. Dat | ons, | convertib | | and t of es ring ive | 8. F Dei Sec (Ins | | | of 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative | 3. Transaction | 3A. De Execu if any | (e.g., p | 4. Trans | saction (Instr. | 5. Nu n Deriv Secu Acqu (A) o Dispo of (D (Insti | ants mber rative rities iired r osed) 7. 3, 4 | 6. Date | ons, | cisable and late Year) | 7. Title a Amount Security Underly Derivati Security and 4) | and t of es ring ive | 8. F Der Sec (Ins | wned | 9. Number derivative Securities Beneficially Owned Following Reported Transaction | of 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | of Indirect Beneficial Ownership |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction | 3A. De Execu if any | (e.g., p | 4. Trans Code 8) | saction (Instr. | 5. Nu of Deriv Secu Acqu (A) o Dispp of (D) (Instrance and S | mber rative rities sired rosed) . 3, 4 5) | 6. Date | ons, te Exer ation D th/Day/ | cisable and late Year) | 7. Title a Amount Security Underly Derivati Security and 4) | and t of es ring ve y (Instr. Amour or Numbe of | 8. F Der Sec (Ins | wned | 9. Number derivative Securities Beneficially Owned Following Reported Transaction | of 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | of Indirect Beneficial Ownership |
| 1. Title of Derivative Security (Instr. 3) 1. Name at REDST | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) Reporting Person* MNER M (First) | 3A. De Execu if any (Monti | (e.g., p | 4. Trans Code 8) | saction (Instr. | 5. Nu of Deriv Secu Acqu (A) o Dispp of (D) (Instrance and S | mber rative rities sired rosed) . 3, 4 5) | 6. Date | ons, te Exer ation D th/Day/ | cisable and late Year) | 7. Title a Amount Security Underly Derivati Security and 4) | and t of es ring ve y (Instr. Amour or Numbe of | 8. F Der Sec (Ins | wned | 9. Number derivative Securities Beneficially Owned Following Reported Transaction | of 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | of Indirect Beneficial Ownership |
| 1. Title of Derivative Security (Instr. 3) 1. Name at REDST | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) Reporting Person* MNER M (First) | 3A. De Execu if any (Monti | (e.g., p remed tion Date, n/Day/Year) | 4. Trans Code 8) | saction (Instr. | 5. Nu of Deriv Secu Acqu (A) o Dispp of (D) (Instrance and S | mber rative rities sired rosed) . 3, 4 5) | 6. Date | ons, te Exer ation D th/Day/ | cisable and late Year) | 7. Title a Amount Security Underly Derivati Security and 4) | and t of es ring ve y (Instr. Amour or Numbe of | 8. F Der Sec (Ins | wned | 9. Number derivative Securities Beneficially Owned Following Reported Transaction | of 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | of Indirect Beneficial Ownership |
| 1. Title of Derivative Security (Instr. 3) 1. Name at REDS1 (Last) 51 WES1 (Street) | 2. Conversion or Exercise Price of Derivative Security | Reporting Person* WMNER M (First) REET | 3A. De Execu if any (Montil | (e.g., peremed tion Date, n/Day/Year) | 4. Trans Code 8) | saction (Instr. | 5. Nu of Deriv Secu Acqu (A) o Dispp of (D) (Instrance and S | mber rative rities sired rosed) . 3, 4 5) | 6. Date | ons, te Exer ation D th/Day/ | cisable and late Year) | 7. Title a Amount Security Underly Derivati Security and 4) | and t of es ring ve y (Instr. Amour or Numbe of | 8. F Der Sec (Ins | wned | 9. Number derivative Securities Beneficially Owned Following Reported Transaction | of 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | of Indirect Beneficial Ownership |
| 1. Title of Derivative Security (Instr. 3) 1. Name at REDS1 (Last) 51 WES1 (Street) NEW YOU (City) 1. Name at | 2. Conversion or Exercise Price of Derivative Security and Address of CONE SU | Reporting Person* JMNER M (First) REET | 3A. De Execu if any (Montil | (e.g., peremed tion Date, n/Day/Year) Aiddle) | 4. Trans Code 8) | saction (Instr. | 5. Nu of Deriv Secu Acqu (A) o Dispp of (D) (Instrance and S | mber rative rities sired rosed) . 3, 4 5) | 6. Date | ons, te Exer ation D th/Day/ | cisable and late Year) | 7. Title a Amount Security Underly Derivati Security and 4) | and t of es ring ve y (Instr. Amour or Numbe of | 8. F Der Sec (Ins | wned | 9. Number derivative Securities Beneficially Owned Following Reported Transaction | of 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | of Indirect Beneficial Ownership |

Explanation of Responses:

- 1. Shares of Class A Common Stock were converted to shares of Class B Common Stock on a one-to-one basis for no consideration pursuant to the terms of the Class A Common Stock under the Issuer's Amended and Restated Certificate of Incorporation.
- 2. Of these securities, (i) 21,859,835 shares are owned directly by National Amusements, Inc. (NAI) and (ii) 8,251,064 shares are owned directly by NAI Entertainment Holdings LLC (NAI EH), a whollyowned subsidiary of NAI. The shares owned directly by NAI EH may also be deemed to be beneficially owned by NAI, and such shares, as well as the shares owned directly by NAI, may also be deemed to be beneficially owned by Sumner M. Redstone, who is the controlling stockholder of NAI.
- 3. Of these securities, (i) 3,827,200 shares are owned directly by NAI and (ii) 5,800,000 shares are owned directly by NAI EH. The shares owned directly by NAI EH may also be deemed to be beneficially owned by NAI, and such shares, as well as the shares owned directly by NAI, may also be deemed to be beneficially owned by Sumner M. Redstone, who is the controlling stockholder of NAI.

/s/ Angeline C. Straka, Attorney-in-fact 08/18/2014

By: Tad Jankowski, Vice President 08/18/2014

** Signature of Reporting Person Date

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.