

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

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

<b>1. Name and Address of Reporting Person*</b> <u>Jones Richard M</u> _____ (Last) (First) (Middle) <u>51 WEST 52ND STREET</u> _____ (Street) <u>NEW YORK NY 10019</u> _____ (City) (State) (Zip)			<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>CBS CORP [ CBS, CBS.A ]</u>			<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, General Tax Counsel</u>		
			<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/23/2011</u>					
			<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>					
			<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person					

**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	02/23/2011		M		7,296	A	\$0 <sup>(4)</sup>	39,939 <sup>(2)</sup>	D	
CBS Class B common stock	02/23/2011		F		2,644	D	\$21.76	37,295	D	
CBS Class B common stock								1,254	I	By 401(k)

**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
Restricted Share Units <sup>(3)</sup>	(4)	02/23/2011		A <sup>(5)</sup>		13,824		02/23/2011 <sup>(4)</sup>	(4)	CBS Class B common stock	13,824	\$0.0000 <sup>(3)</sup>	29,184	D	
Restricted Share Units <sup>(3)</sup>	(4)	02/23/2011		M		7,296		02/23/2011 <sup>(4)</sup>	(4)	CBS Class B common stock	7,296	\$0.0000	21,888	D	
Restricted Share Units <sup>(3)</sup>	(6)	02/23/2011		A		9,191		02/23/2012 <sup>(6)</sup>	(6)	CBS Class B common stock	9,191	\$0.0000 <sup>(3)</sup>	9,191	D	

**Explanation of Responses:**

- On February 23, 2011, the closing price of the CBS Class B common stock on the NYSE was \$21.76.
- Includes shares acquired periodically pursuant to a dividend reinvestment program meeting the requirements of Rule 16a-11.
- Granted under the Issuer's long term incentive plan.
- These Restricted Share Units (RSUs) vest in four equal annual installments beginning February 23, 2011. The RSUs are settled by delivery of a corresponding number of the Issuer's shares upon vesting.
- On February 23, 2011, the performance target associated with these RSUs was certified as having been achieved.
- These Restricted Share Units (RSUs) vest in four equal annual installments beginning February 23, 2012. The RSUs are settled by delivery of a corresponding number of the Issuer's shares upon vesting.

/s/ Richard M. Jones 02/25/2011

\*\* 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.**