FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	Ş		pursuant to Section or Section 30(h) of	16(a) of	the S	ecurities Excl	hange Ad	ct of 1934	ERS		MB Number: stimated average l purs per response:	ll.
1. Name and Address of Reporting Per- Ambrosio Anthony G		2. Issuer Name and CBS CORP [					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner					
(Last) (First) 51 WEST 52ND STREET	3. Date of Earliest T 04/06/2016	ransact	below)	cer (give title Other (specify below)  VP Chief Admin & HR Ofcr								
(Street) NEW YORK NY	1001	19	4. If Amendment, Da	oup Filing (Check Applicable  One Reporting Person  More than One Reporting								
(City) (State)	(Zip)								<u> </u>	Person		
	Table I	1	tive Securities	<del>-</del>	ired,				icial	1	la a	l <b></b> .
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 Disposed Of (D) (Instr		d (A) or r. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
				Code	v	Amount	(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)		(Instr. 4)
CBS Class B common stock		04/06/2016		M		8,250	A	\$5.2	2	8,250	D	
CBS Class B common stock		04/06/2016		S <sup>(1)</sup>		8,250	D	\$54.64	23 <sup>(2)</sup>	0.0000(3)	D	
CBS Class B common stock										5,314	I	By 401(k)
CBS Class B common stock										1.4598	I	By Custodian For Child
CBS Class B common stock										15,071	I	By Family Trust #9
CBS Class B common stock										11,115(3)	I	By Family Trust #10
CBS Class B common stock										16,251	I	By Family Trust #4
CBS Class B common stock										17,801	I	By Family Trust #5
CBS Class B common stock										35,000	I	By Family Trust #7
CBS Class B common stock										50,000	I	By Family Trust #8
CBS Class B common stock										13,927	I	By Family Trust A
CBS Class B common stock										13,927	I	By Family Trust B
CBS Class B common stock										15,405	I	By FamilyTrust #6
	Tabl		ve Securities A ts, calls, warra							Owned		
1 Title of 2 2 Transaction	. 24	Doemed 4	5 Number		•					9 Price of 9 Nur	nhor of 10	11 Nature

			7	able II - Deriv (e.g.,					quired, Disp s, options,				Owned			
De Se	Title of erivative ecurity istr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	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				

	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>	\$5.2	04/06/2016		M			8,250	02/24/2010 <sup>(5)</sup>	02/24/2017	CBS Class B common stock	8,250	\$0.0000	51,750	D	

## **Explanation of Responses:**

- 1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.27 to \$54.94, inclusive. The reporting person undertakes to provide upon request by the staff of the U.S. Securities and Exchange Commission, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 3. Since the Reporting Person's last ownership report, shares of CBS Class B common stock were transferred from the Reporting Person to Family Trust #10.
- 4. Right to buy under Issuer's long term incentive plan.
- $5. \ These \ options \ vested \ in \ four \ equal \ annual \ installments \ beginning \ on \ February \ 24, \ 2010.$

/s/ Anthony G. Ambrosio 04/07/2016

\*\* 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.