

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Jones Richard M</u>  (Last) (First) (Middle) <u>51 WEST 52ND STREET</u>  (Street) <u>NEW YORK NY 10019</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CBS CORP [ CBS, CBS.A ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X <u>SVP, General Tax Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/12/2013</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) X 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			

**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
Employee Stock Option (right to buy) <sup>(1)</sup>	\$43.21	02/12/2013		A		18,819		02/12/2014 <sup>(2)</sup>	02/12/2021	CBS Class B common stock	18,819	\$0.0000 <sup>(1)</sup>	18,819	D	
Restricted Share Units <sup>(3)</sup>	<sup>(4)</sup>	02/12/2013		A		3,818		02/12/2014 <sup>(4)</sup>	<sup>(4)</sup>	CBS Class B common stock	3,818	\$0.0000 <sup>(3)</sup>	3,818	D	
Restricted Share Units <sup>(3)</sup>	<sup>(4)</sup>	02/12/2013		A <sup>(5)</sup>		6,114		02/23/2013 <sup>(4)</sup>	<sup>(4)</sup>	CBS Class B common stock	6,114	\$0.0000 <sup>(3)</sup>	11,209	D	

**Explanation of Responses:**

- Right to buy under Issuer's long term incentive plan.
- This option vests in four equal installments beginning on February 12, 2014.
- 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 12, 2013, the performance target associated with these RSUs was certified as having been achieved.

/s/ Richard M. Jones

02/14/2013

\*\* 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.