

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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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* REDSTONE SUMNER M (Last) (First) (Middle) 51 WEST 52ND STREET (Street) NEW YORK NY 10019 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol CBS CORP [CBS, CBS.A]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman of the Board
	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2006	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	06/01/2006		A		298,964 ⁽¹⁾	A	\$24.93 ⁽¹⁾	587,513	D		
CBS Class B common stock								123	I	By 401(k)	
CBS Class B common stock								39,809,527	I	By NAIRI, Inc. ⁽²⁾	
CBS Class B common stock								100	I	By Spouse	

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) ⁽³⁾	\$43.78	06/01/2006		D		977,218 ⁽⁴⁾	(5)	05/04/2010		CBS Class B common stock	977,218	(4)	0	D	
Employee Stock Option (right to buy) ⁽³⁾	\$44.77	06/01/2006		D		366,456 ⁽⁴⁾	(5)	05/23/2011		CBS Class B common stock	366,456	(4)	0	D	
Employee Stock Option (right to buy) ⁽³⁾	\$37.82	06/01/2006		D		293,165 ⁽⁴⁾	(5)	05/22/2012		CBS Class B common stock	293,165	(4)	0	D	
Employee Stock Option (right to buy) ⁽³⁾	\$34.62	06/01/2006		D		390,887 ⁽⁴⁾	(5)	05/21/2013		CBS Class B common stock	390,887	(4)	0	D	
Employee Stock Option (right to buy) ⁽³⁾	\$29.57	06/01/2006		D		268,734 ⁽⁴⁾	(6)	05/19/2014		CBS Class B common stock	268,734	(4)	0	D	
Employee Stock Option (right to buy) ⁽³⁾	\$27.89	06/01/2006		D		244,304 ⁽⁴⁾	(5)	07/01/2014		CBS Class B common stock	244,304	(4)	0	D	
Employee Stock Option (right to buy) ⁽³⁾	\$27.89	06/01/2006		D		488,609 ⁽⁴⁾	(7)	07/01/2014		CBS Class B common stock	488,609	(4)	0	D	

Explanation of Responses:

1. Acquired pursuant to a voluntary exchange offer pursuant to which the Issuer offered eligible employees the voluntary opportunity to exchange their employee stock options for Restricted Shares of CBS Class B Common Stock (the Restricted Shares). The average of the closing price of the CBS Class B Common Stock on the New York Stock Exchange for the five consecutive trading days ending on April 26, 2006 which was the fifth trading day before the date of commencement of the voluntary exchange offer was \$24.9340. The number of Restricted Shares received was calculated by dividing (a) 75 percent of the attributed value of the tendered options by (b) \$24.9340. The Restricted Shares received in the voluntary exchange offer will vest in two fifty percent installments on June 1, 2008 and June 1, 2009.
2. These securities are owned directly by NAIRI Inc., but may also be deemed to be beneficially owned by (1) NAIRI's parent corporation, National Amusements, Inc. (NAI), and (2) Sumner M. Redstone, who is the controlling stockholder of NAI.
3. Right to buy under Issuer's long term incentive plan.
4. Disposed of pursuant to a voluntary exchange offer pursuant to which the Issuer offered eligible employees the voluntary opportunity to exchange their employee stock options for Restricted Shares of CBS Class B Common Stock.
5. Current.
6. Approximately one-half of these options are currently exercisable; the other half of these options were scheduled to vest in two equal annual installments beginning on May 19, 2007.
7. Approximately one-quarter of these options are currently exercisable; the other three-quarters of these options were scheduled to vest in three equal annual installments beginning on July 1, 2006.

Remarks:

/s/ Redstone, Sumner M. 06/02/2006

** 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.

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