

**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
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1. Name and Address of Reporting Person* <u>REDSTONE SHARI</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)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Vice Chair</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/11/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	05/11/2015		M		5,093	A	\$31.17	59,437	D	
CBS Class B common stock	05/11/2015		M		5,093	A	\$26.13	64,530	D	
CBS Class B common stock	05/11/2015		M		5,093	A	\$25.2	69,623	D	
CBS Class B common stock	05/11/2015		M		5,093	A	\$19.83	74,716	D	
CBS Class B common stock	05/11/2015		M		5,093	A	\$12.93	79,809	D	
CBS Class B common stock	05/11/2015		M		5,093	A	\$5.72	84,902	D	
CBS Class B common stock								1,500	I	By Trusts

**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						Amount or Number of Shares
Director Stock Option (right to buy) <sup>(1)</sup>	\$26.13	05/11/2015		M			5,093	(2)	01/31/2016	CBS Class B common stock	5,093	\$0.0000	0.0000	D	
Director Stock Option (right to buy) <sup>(1)</sup>	\$31.17	05/11/2015		M			5,093	(2)	01/31/2017	CBS Class B common stock	5,093	\$0.0000	0.0000	D	
Director Stock Option (right to buy) <sup>(1)</sup>	\$25.2	05/11/2015		M			5,093	(2)	01/31/2018	CBS Class B common stock	5,093	\$0.0000	0.0000	D	
Director Stock Option (right to buy) <sup>(1)</sup>	\$5.72	05/11/2015		M			5,093	(2)	01/31/2019	CBS Class B common stock	5,093	\$0.0000	0.0000	D	
Director Stock Option (right to buy) <sup>(1)</sup>	\$12.93	05/11/2015		M			5,093	(2)	01/31/2020	CBS Class B common stock	5,093	\$0.0000	0.0000	D	

**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				
Director Stock Option (right to buy) <sup>(1)</sup>	\$19.83	05/11/2015		M			5,093	(2)	01/31/2021	CBS Class B common stock	5,093	\$0.0000	0.0000	D	

**Explanation of Responses:**

1. Right to buy under Issuer's stock option plan for outside directors.
2. Current.

/s/ Angeline C. Straka,  
Attorney-in-fact

05/13/2015

\*\* 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.**