## Edgar Filing: CBS CORP - Form 4

WasCheck this boxif no longersubject toSection 16.Form 4 orForm 5obligationsmay continue				RITIES AND EXCHANGE COMMISSIO shington, D.C. 20549 GES IN BENEFICIAL OWNERSHIP O SECURITIES 6(a) of the Securities Exchange Act of 1934 tility Holding Company Act of 1935 or Sect					Simple3235-0287Number:January 31, 2005Expires:2005Estimated average burden hours per response0.5		
See Instru 1(b).	uction	50(11)	of the m	vestment	Compa	1y 7 K		10			
(Print or Type I	Responses)										
Franks Martin D Symbol							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (	Middle)									
(Month/E 51 WEST 52ND STREET 05/25/2			Day/Year) 2007				Director       10% Owner        X Officer (give title       Other (specify below)         below)       below)         EVP, Planning, Policy&Gov Rels				
				endment, Date Original nth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> <li>Person</li> </ul>			
(City)	(State)	(Zip)	Tabl	e I - Non-D	) erivative	Secu	rities Acq	uired, Disposed of	, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)		ransaction Date 2A. Deemed nth/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securi n(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	ip 7. Nature of ct Indirect Beneficial Ownership (Instr. 4)	
CBS Class				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
B common stock	05/25/2007			М	3,745	А	<u>(1)</u>	47,407	D		
CBS Class B common stock	05/25/2007			F	1,309	D	\$ 33.65	46,098	D		
CBS Class B common stock								4,682	I	By 401(k)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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# 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. Transacti Code (Instr. 8)	5. Number ionof 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 Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secur (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Units <u>(2)</u>	<u>(3)</u>	05/25/2007		М	3,745	<u>(3)</u>	(3)	CBS Class B common stock	3,745	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Franks Martin D 51 WEST 52ND STREET NEW YORK, NY 10019			EVP, Planning, Policy&Gov Rels				

#### **Signatures**

/s/ Franks, 05/29/2007 Martin D.

<u>\*\*</u>Signature of Reporting Person Date

# **Explanation of Responses:**

- \* 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).
- (1) On May 25, 2007, the closing price of the CBS Class B common stock on the NYSE was \$33.65.
- (2) Granted under the Issuer's long term incentive plan.
- (3) The Restricted Share Units vest in four equal annual installments beginning on May 25, 2007 and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.

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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