**CBS CORP** Form 4 May 30, 2007

#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per response... 0.5

**OMB APPROVAL** 

3235-0287

January 31,

OMB

5. Relationship of Reporting Person(s) to

Issuer

730

Ι

Number:

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

Straka Angeline C

stock

stock

**CBS Class** B common

1. Name and Address of Reporting Person \*

			CBS CORP [CBS, CBS.A]					(Check all applicable)				
(Last)	(First) (	Middle)	3. Date of Earliest Transaction					(Cinet	on an appricable	·)		
				(Month/Day/Year) 05/25/2007					Director 10% Owner Officer (give title Other (specify below) SVP, Deputy GC and Secretary			
(Street) 4. If Am				mendment, Date Original				6. Individual or Joint/Group Filing(Check				
NEW YORK, NY 10019				Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secui	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8)	4. Securi r(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
CBS Class B common stock	05/25/2007			M	3,731	A	(1)	25,738	D			
CBS Class B common	05/25/2007			F	1,411	D	\$ 33.65	24,327	D			

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

By 401(k)

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SEC 1474 (9-02)

## 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. 3. Transaction Dat Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number out 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 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 (2)	(3)	05/25/2007		M	3,731	(3)	(3)	CBS Class B common stock	3,731	\$

#### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Straka Angeline C 51 WEST 52ND STREET NEW YORK, NY 10019

SVP, Deputy GC and Secretary

#### **Signatures**

/s/ Straka,
Angeline C.

\*\*Signature of Date

\*\*Signature of
Reporting Person

#### **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.

Reporting Owners 2

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