

CBS CORP
Form 4
January 04, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BRISKMAN LOUIS J

(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]

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
 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
CBS Class B common stock	01/02/2008		M		1,324.465	A	① 48,508.693
CBS Class B common stock	01/02/2008		M		5,021.566	A	② 53,530.259
CBS Class B common stock							1,869 I By 401(k)

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CBS Class B common stock 2,784 I By Hill's End Partners, L.P. (3)

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. 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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Putative Debenture	(4)	01/02/2008		M	1,324.465	(5) (5)	CBS Class B common stock 1,324.46
Putative Debenture	(6)	01/02/2008		M	5,021.566	(5) (5)	CBS Class B common stock 5,021.56

Reporting Owners

Reporting Owner Name / Address	Relationships
BRISKMAN LOUIS J 51 WEST 52ND STREET NEW YORK, NY 10019	Director 10% Owner Officer EVP and General Counsel
	Other

Signatures

/s/ Briskman, Louis J. 01/04/2008

**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) Shares were acquired upon conversion of an in-the-money Putative Debenture with a conversion ratio of 9.7387 shares per \$100 debenture.
- (2) Shares were acquired upon conversion of an in-the-money Putative Debenture with a conversion ratio of 10.0031 shares per \$100 debenture.
- (3) By Hill's End Partners, L.P., a family partnership. The Reporting Person disclaims beneficial ownership of the Class B common stock held by the partnership to the extent that he has no pecuniary interest.
- (4) The conversion rate is 9.7387 shares per \$100 debenture.

The Putative Debentures reflect deferral of an award under the Issuer's annual performance plan or long term incentive plan. Putative

- (5) Debentures convert to shares (if in the money) and are paid in a lump sum or installments following termination of service. A tax-withholding feature is associated with the Putative Debentures.
- (6) The conversion rate is 10.0031 shares per \$100 debenture.

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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