BRISKMAN LOUIS J

Form 4 March 03, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and A	2. Issuer Name and Ticker or Trading Symbol CBS CORP [CBS, CBS.A]					ıg	5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					(Check all applicable)				
51 WEST 52ND STREET				(Month/Day/Year) 02/28/2009					Director 10% Owner X Officer (give title Other (specify below) below) EVP and General Counsel			
		4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
NEW YOR	Filed(Month/Day/Year)						Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(State) 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 any (Month/Day/Year)			Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				of (D) 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)		
CBS Class				Code	V	Amount	(D)	Price				
B common stock	02/28/2009			M		10,434	A	(1)	73,833 (2)	D		
CBS Class B common stock	02/28/2009			F		4,571	D	\$ 4.72	69,262	D		
CBS Class B common stock									2,794	I	By 401(k)	
CBS Class B common									2,784	I	By Hill's End	

stock
Partners,
L.P. (3)

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

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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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative 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
Restricted Share Units (4)	<u>(5)</u>	02/28/2009		M	10,434	02/28/2009(5)	<u>(5)</u>	CBS Class B common stock	10,434

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BRISKMAN LOUIS J 51 WEST 52ND STREET NEW YORK, NY 10019

EVP and General Counsel

Signatures

By: /s/ Angeline C. Straka, Attorney-in-fact 03/03/2009

**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 February 27, 2009, the last preceding business day, the closing price of the CBS Class B common stock on the NYSE was \$4.27.
- (2) Includes shares acquired periodically pursuant to a dividend reinvestment program meeting the requirements of Rule 16a-11.

(3)

Reporting Owners 2

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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) Granted under the Issuer's long term incentive plan.
 - Approximately 42% of these Restricted Share Units (RSUs) will vest on each of February 28, 2009 and February 28, 2010 and
- (5) approximately 8% of the RSU award will vest on each of February 28, 2011 and February 28, 2012. The RSUs 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.