

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Jones Richard M</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, General Tax Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/21/2019</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	02/22/2019		M		2,030	A	\$0 <sup>(1)</sup>	102,441	D	
CBS Class B common stock	02/22/2019		F		847	D	\$51.69	101,594	D	
CBS Class B common stock	02/23/2019		M		1,646	A	\$0 <sup>(2)</sup>	103,240	D	
CBS Class B common stock	02/23/2019		F		807	D	\$51.69	102,433	D	
CBS Class B common stock								1,844	I	By 401(k)

**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
Restricted Share Units <sup>(3)</sup>	(4)	02/21/2019		A		7,364		02/21/2020 <sup>(4)</sup>	(4)	CBS Class B common stock	7,364	\$0.0000 <sup>(3)</sup>	7,364	D	
Restricted Share Units <sup>(3)</sup>	(5)	02/21/2019		A <sup>(6)</sup>		4,260		02/22/2019 <sup>(5)</sup>	(5)	CBS Class B common stock	4,260	\$0.0000	8,125	D	
Restricted Share Units <sup>(3)</sup>	(5)	02/22/2019		M			2,030	02/22/2019 <sup>(5)</sup>	(5)	CBS Class B common stock	2,030	\$0.0000	6,095	D	
Restricted Share Units <sup>(3)</sup>	(7)	02/23/2019		M			1,646	02/23/2018 <sup>(7)</sup>	(7)	CBS Class B common stock	1,646	\$0.0000	3,288	D	

**Explanation of Responses:**

- On February 22, 2019, the closing price of the CBS Class B common stock on the NYSE was \$51.69.
- On February 22, 2019, the last preceding business day, the closing price of the CBS Class B common stock on the NYSE was \$51.69.
- Granted under the Issuer's long term incentive plan.
- These Restricted Share Units vest in four equal annual installments beginning on February 21, 2020 and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.

5. These Restricted Share Units vest in four equal annual installments beginning on February 22, 2019 and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.
6. On February 21, 2019, the performance target associated with these Restricted Share Units was certified as having been achieved.
7. These Restricted Share Units vest in four equal annual installments beginning on February 23, 2018 and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.

/s/ Richard M. Jones                      02/25/2019

\*\* 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.

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