

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

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|---|--|--|---|
| 1. Name and Address of Reporting Person* <u>Franco Laura</u> <hr/> (Last) (First) (Middle) 51 WEST 52ND STREET <hr/> (Street) NEW YORK NY 10019 <hr/> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 03/01/2019 | 3. Issuer Name and Ticker or Trading Symbol CBS CORP [CBS, CBS.A] | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP, General Counsel | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| CBS Class B common stock | 31,778 | D | |
| CBS Class B common stock | 4,787 | I | By 401(k) |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|-----------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |
| Employee Stock Option (right to buy) ⁽¹⁾ | (2) | 02/12/2021 | CBS Class B common stock | 5,132 | 43.21 | D |
| Employee Stock Option (right to buy) ⁽¹⁾ | 02/18/2020 ⁽³⁾ | 02/18/2024 | CBS Class B common stock | 4,909 | 45.79 | D |
| Employee Stock Option (right to buy) ⁽¹⁾ | 02/22/2020 ⁽⁴⁾ | 02/22/2026 | CBS Class B common stock | 5,179 | 54.32 | D |
| Employee Stock Option (right to buy) ⁽¹⁾ | (2) | 02/19/2023 | CBS Class B common stock | 3,804 | 59.54 | D |
| Employee Stock Option (right to buy) ⁽¹⁾ | (2) | 02/20/2022 | CBS Class B common stock | 3,291 | 65.91 | D |
| Employee Stock Option (right to buy) ⁽¹⁾ | 02/23/2020 ⁽⁵⁾ | 02/23/2025 | CBS Class B common stock | 4,285 | 66.31 | D |
| Restricted Share Units ⁽⁶⁾ | 02/18/2020 ⁽⁷⁾ | (7) | CBS Class B common stock | 825 | (7) | D |
| Restricted Share Units ⁽⁶⁾ | 02/21/2020 ⁽⁸⁾ | (8) | CBS Class B common stock | 2,945 | (8) | D |
| Restricted Share Units ⁽⁶⁾ | 02/22/2020 ⁽⁹⁾ | (9) | CBS Class B common stock | 2,521 | (9) | D |
| Restricted Share Units ⁽⁶⁾ | 02/23/2020 ⁽¹⁰⁾ | (10) | CBS Class B common stock | 1,365 | (10) | D |

Explanation of Responses:

- Right to buy under Issuer's long term incentive plan.
- Current.
- Three quarters of these options are vested. The remaining options will vest on February 18, 2020.

4. One quarter of these options are vested. The remaining options will vest in three equal annual installments beginning on February 22, 2020.
5. One half of these options are vested. The remaining options will vest in two equal annual installments beginning on February 23, 2020.
6. Granted under the Issuer's long term incentive plan.
7. These Restricted Share Units vest on February 18, 2020 and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.
8. 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.
9. These Restricted Share Units vest in three equal annual installments beginning on February 22, 2020 and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.
10. These Restricted Share Units vest in two equal annual installments beginning on February 23, 2020 and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.

Remarks:

lfranco-ex24.txt

/s/ Laura Franco

03/07/2019

** 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

CBS CORPORATION

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that I, the undersigned, a director and/or officer of CBS Corporation, a Delaware corporation (the "Company"), hereby constitute and appoint Jonathan Anschell, Matthew D. Morgeson and Kimberly D. Pittman, and each of them, my true and lawful attorneys-in-fact and agents, with full power to act, together or each without the other, for me and in my name, place and stead, in any and all capacities, to execute and file for and on behalf of the undersigned (i) any reports on Forms 3, 4 and 5 (including any amendments thereto and any successors to such Forms) with respect to ownership of securities of the Company, that the undersigned may be required to file with the U.S. Securities and Exchange Commission in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and (ii) any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to file such reports electronically.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. The Company will use all reasonable efforts to apprise the undersigned of applicable filing requirements for Section 16 purposes.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact. This Power of Attorney also serves to revoke and replace as of the date hereof, any prior Power of Attorney executed by the undersigned with respect to the ownership of securities of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 28th day of February, 2019.

Signature: /s/ Laura Franco
Print Name: Laura Franco