Edgar Filing: Jones Richard M - Form 4

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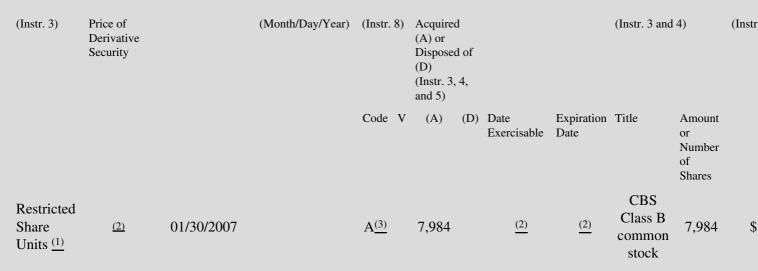
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| Form 4 | ra M | | | | | | | | | |
|---|---|--|--|--|--------------------------|--|--|--|---|--|
| February 01 | , 2007 | | | | | | | | | |
| FORM | | статес | SECU | DITIES / | | CHANCE | COMMISSIO | - NT | PPROVAL | |
| | UNITED | SIAIES | | shington | | | | N OMB Number: | 3235-0287 | |
| Check th if no long | aar | | Expires: | January 31, 2005 | | | | | | |
| subject to Section 1 Form 4 c Form 5 | | F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | burden hou response | nated average en hours per | | |
| obligatio may com <i>See</i> Instr 1(b). | tinue. Section 17(| a) of the I | Public U | Itility Hol | ding Co | | nge Act of 1934, of 1935 or Secti 940 | | | |
| (Print or Type] | Responses) | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Jones Richard M | | | 2. Issuer Name and Ticker or Trading Symbol CBS CORP [CBS, CBS.A] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | | | - | | -1] | (Ch | eck all applicabl | e) | |
| (Last) (First) (Middle) 51 WEST 52ND STREET | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/30/2007 | | | | Director 10% Owner X Officer (give title Other (specify below) below) SVP, General Tax Counsel | | | |
| NEW YOR | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | |
| (City) | | (Zip) | | | | ~ | Person | | | |
| (eny) | | | | ole I - Non-J | | | cquired, Disposed | | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemo Execution any (Month/Da | Date, if | 3. Transactic Code (Instr. 8) Code V | Disposed (Instr. 3, | (A) or 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) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Reminder: Rep | oort on a separate line | for each cla | ass of sec | urities bene | ficially ow | ned directly | or indirectly. | | | |
| 1 | | | | | Perso inforr requi | ons who res nation cont red to resp ays a curre | spond to the colle tained in this form ond unless the fo ntly valid OMB co | n are not orm | 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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number | 6. Date Exercisable and | 7. Title and Amount | 8. Pri |
|-------------|-------------|---------------------|--------------------|------------|-----------------|-------------------------|---------------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onof Derivative | Expiration Date | of Underlying | Deriv |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | Securities | Secur |

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Reporting Owners

| Reporting Owner Name / Addr | ess | Relationships | | | | | | |
|--|----------------------------|---------------|--------------------------|-------|--|--|--|--|
| | Director 10% Owner Officer | | Officer | Other | | | | |
| Jones Richard M 51 WEST 52ND STREET NEW YORK, NY 10019 | | | SVP, General Tax Counsel | | | | | |
| Signatures | | | | | | | | |
| /s/ Jones, Richard M. | 02/01/2007 | | | | | | | |

<u>**</u>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) Granted under the Issuer's long term incentive plan.
- (2) 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.
- (3) On January 30, 2007, the performance target associated with these restricted share units was certified as having been achieved.

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.