Ambrosio Anthony G
Form 3
January 10, 2006

# FORM 3

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

OMB APPROVAL

| | |
|---|---|
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**INITIAL STATEMENT OF 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 *
Â Ambrosio Anthony G
(Last) (First) (Middle)

51 WEST 52ND STREET
(Street)

NEW YORK,Â NYÂ 10019
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
12/31/2005

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
__X__ Officer (give title below) _____ Other (specify below)
EVP, HR & Administration

5. 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 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 | 1,363 | I | By 401(k) |
| CBS Class B common stock | 1.364 | I | By Custodian For Child |

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

SEC 1473 (7-02)

**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 control number.**

**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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|---|

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|---|---|---|---|---|---|---|
| Class B Phantom Common Stock Units | Â (1) | Â (1) | CBS Class B common stock | 287 | $ (1) | D | Â |
| Employee Stock Option (right to buy) (2) | Â (3) | 01/26/2009 | CBS Class B common stock | 41,450 | $ 24.7362 | D | Â |
| Employee Stock Option (right to buy) (2) | Â (3) | 03/31/2009 | CBS Class B common stock | 620 | $ 28.9924 | D | Â |
| Employee Stock Option (right to buy) (2) | Â (3) | 01/25/2010 | CBS Class B common stock | 55,267 | $ 44.1875 | D | Â |
| Employee Stock Option (right to buy) (2) | Â (3) | 04/01/2010 | CBS Class B common stock | 482 | $ 41.0464 | D | Â |
| Employee Stock Option (right to buy) (2) | Â (3) | 01/31/2011 | CBS Class B common stock | 38,203 | $ 43.3473 | D | Â |
| Employee Stock Option (right to buy) (2) | Â (3) | 04/01/2011 | CBS Class B common stock | 811 | $ 33.8965 | D | Â |
| Employee Stock Option (right to buy) (2) | Â (3) | 01/30/2012 | CBS Class B common stock | 38,203 | $ 31.0184 | D | Â |
| Employee Stock Option (right to buy) (2) | Â (3) | 03/30/2012 | CBS Class B common stock | 868 | $ 37.4067 | D | Â |
| Employee Stock Option (right to buy) (2) | Â (4) | 01/26/2013 | CBS Class B common stock | 26,742 | $ 29.3537 | D | Â |
| Employee Stock Option (right to buy) (2) | Â (3) | 01/29/2013 | CBS Class B | 38,203 | $ 30.8849 | D | Â |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| | | | common stock | | | | |
| Employee Stock Option (right to buy) (2) | 04/01/2006 | 03/28/2013 | CBS Class B common stock | 1,263 | $ 29.6913 | D | Â |
| Employee Stock Option (right to buy) (2) | Â (3) | 01/28/2014 | CBS Class B common stock | 38,203 | $ 31.7173 | D | Â |
| Employee Stock Option (right to buy) (2) | 04/01/2007 | 03/31/2014 | CBS Class B common stock | 1,354 | $ 30.6337 | D | Â |
| Employee Stock Option (right to buy) (2) | 04/01/2008 | 03/31/2015 | CBS Class B common stock | 1,661 | $ 27.3826 | D | Â |
| Restricted Share Units | Â (5) | Â (5) | CBS Class B common stock | 4,775 | $ (5) | D | Â |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Ambrosio Anthony G<br>51 WEST 52ND STREET<br>NEW YORK,Â NYÂ 10019 | Â | Â | Â EVP, HR & Administration | Â |

# Signatures

| | |
|---|---|
| /s/ Ambrosio, Anthony G. | 01/10/2006 |
| **Signature of Reporting Person | Date |

# Explanation of Responses:

* 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).

**(1)** Phantom common stock units are payable in cash following the Reporting Person's retirement or other termination of service pursuant to the Issuer's Excess 401(k) Plan for Designated Senior Executives. Each CBS Corporation Class A Phantom common stock unit is the economic equivalent of one share of CBS Corporation Class A common stock and each CBS Corporation Class B Phantom common stock unit is the economic equivalent of one share of CBS Corporation Class B common stock.

**(2)** Right to buy under Issuer's long term incentive plan.

**(3)** Current.

**(4)** These options vest in four equal annual installments beginning on January 26, 2006.

**(5)** The Restricted Share Units will vest in four equal annual installments beginning on January 26, 2006 and will be 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.
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