

CBS CORP
Form 4

November 14, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRISKMAN LOUIS J

(Last) (First) (Middle)

51 WEST 52ND STREET

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

CBS CORP [CBS, CBS.A]

3. Date of Earliest Transaction
(Month/Day/Year)

11/10/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

EVP and General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person**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)
CBS Class B common stock	11/10/2006		M	215,083	A \$ 13.43	250,872	D
CBS Class B common stock	11/10/2006		S	104,483	D \$ 30	146,389	D
CBS Class B common stock	11/10/2006		S	51,000	D \$ 30.05	95,389	D

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CBS Class B common stock	11/10/2006	S	20,000	D	\$ 29.98	75,389	D	
CBS Class B common stock	11/10/2006	S	7,200	D	\$ 29.97	68,189	D	
CBS Class B common stock	11/10/2006	S	22,500	D	\$ 30.02	45,689	D	
CBS Class B common stock	11/10/2006	S	900	D	\$ 30.01	44,789	D	
CBS Class B common stock	11/10/2006	S	9,000	D	\$ 30.04	35,789	D	
CBS Class B common stock						1,606	I	By 401(k)
CBS Class B common stock						2,784	I	By Hill's End Partners, L.P. <u>(1)</u>

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

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(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. 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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares

Employee Stock Option (right to buy) ⁽²⁾	\$ 13.43	11/10/2006	M	215,083	⁽³⁾	01/28/2007	CBS Class B common stock	215,083
Employee Stock Option (right to buy) ⁽²⁾	\$ 13.43				⁽³⁾	01/28/2007	CBS Class B common stock	5,985

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

/s/ Briskman,
Louis J. 11/14/2006

 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) 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.
- (2) Right to buy under Issuer's long term incentive plan.
- (3) Current.

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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