#### REDSTONE SUMNER M

Form 4

January 17, 2007

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

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obligations

may continue.

Check this box

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

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* REDSTONE SUMNER M

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

CBS CORP [CBS, CBS.A]

(Check all applicable)

51 WEST 52ND STREET

3. Date of Earliest Transaction

(Month/Day/Year)

01/16/2007

\_X\_\_ Director X\_ Officer (give title

\_X\_\_ 10% Owner \_ Other (specify

below)

(Middle)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Chairman of the Board

Person

NEW YORK, NY 10019

(City)	(State)	(Zip) Tal	ole I - Non	-Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3,	ed of		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
CBS Class B common stock	01/16/2007		Code V	1 21110 0111	(D)	Price \$ 13.7424	(Instr. 3 and 4) 648,061	D	
CBS Class B common stock	01/16/2007		S <u>(1)</u>	100	D	\$ 31.45	647,961	D	
CBS Class B common stock	01/16/2007		S <u>(1)</u>	400	D	\$ 31.46	647,561	D	

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CBS Class B common stock	01/16/2007	S(1)	1,900	D	\$ 31.47	645,661	D
CBS Class B common stock	01/16/2007	S <u>(1)</u>	2,373	D	\$ 31.48	643,288	D
CBS Class B common stock	01/16/2007	S(1)	1,700	D	\$ 31.49	641,588	D
CBS Class B common stock	01/16/2007	S(1)	3,200	D	\$ 31.5	638,388	D
CBS Class B common stock	01/16/2007	S(1)	1,400	D	\$ 31.51	636,988	D
CBS Class B common stock	01/16/2007	S(1)	1,400	D	\$ 31.52	635,588	D
CBS Class B common stock	01/16/2007	S <u>(1)</u>	800	D	\$ 31.53	634,788	D
CBS Class B common stock	01/16/2007	S(1)	600	D	\$ 31.54	634,188	D
CBS Class B common stock	01/16/2007	S <u>(1)</u>	1,200	D	\$ 31.55	632,988	D
CBS Class B common stock	01/16/2007	S <u>(1)</u>	700	D	\$ 31.56	632,288	D
CBS Class B common stock	01/16/2007	S(1)	300	D	\$ 31.57	631,988	D
	01/16/2007	S(1)	400	D	\$ 31.58	631,588	D

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CBS Class B common stock								
CBS Class B common stock	01/16/2007	S <u>(1)</u>	300	D	\$ 31.59	631,288	D	
CBS Class B common stock	01/16/2007	S <u>(1)</u>	100	D	\$ 31.61	631,188	D	
CBS Class B common stock	01/16/2007	S <u>(1)</u>	300	D	\$ 31.71	630,888	D	
CBS Class B common stock						117	I	By 401(k)
CBS Class B common stock						39,809,527	I	By NAIRI, Inc. (2)
CBS Class B common stock						100	I	By Spouse

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

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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 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. Transa Code (Instr.		5. Number of Derivative Securities Acquired (or Dispose (D) (Instr. 3, 4, and 5)	(A) ed of	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and of Underlyir Securities (Instr. 3 and	ng
				Code	V	(A) (D	<b>D</b> )	Date Exercisable	Expiration Date	Title	Amount or Number

of Shares

Employee							CBS	
Stock	<b>0.10.7.10.1</b>	01.41.612.007	3.6	24.4	120 (4)	01/20/2007	Class B	24.420
Option	\$ 13.7424	01/16/2007	M	24,4	430 (4)	01/30/2007	common	24,430
(right to							stock	
buy) <u>(3)</u>							Stock	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships								
reporting owner runner runners	Director	10% Owner	Officer	Other					
REDSTONE SUMNER M 51 WEST 52ND STREET NEW YORK, NY 10019	X	X	Chairman of the Board						

# **Signatures**

By: /s/ Angeline C. Straka, Attorney-in-fact 01/17/2007

\*\*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).
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 6, 2006. Pursuant to the plan, the reporting person will exercise options that would otherwise expire on 1/30/07 and sell only that number of shares necessary so that the proceeds of the sales will be sufficient to pay the exercise price, income taxes and other fees associated with the exercise of these stock options.
- (2) These securities are owned directly by NAIRI Inc., but may also be deemed to be beneficially owned by (1) NAIRI's parent corporation, National Amusements, Inc. (NAI), and (2) Sumner M. Redstone, who is the controlling stockholder of NAI.
- (3) Right to buy under Issuer's long term incentive plan.
- (4) Current.

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.

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