### Edgar Filing: COUNTRYMAN GARY L - Form 4

COUNTRY Form 4 October 03,	MAN GARY L							
Check th if no lor subject to Section Form 4 Form 5 obligation may cor See Inst 1(b).	<b>A 4</b> UNITED his box ager to 16. or Filed pur Section 17(	STATES SECU Wa MENT OF CHAN rsuant to Section (a) of the Public U 30(h) of the I	ashington NGES IN SECUI 16(a) of th Jtility Hol	, D.C. 20 BENEF RITIES ne Securit ding Con	<b>549</b> ICIAL OV ies Exchan npany Act	WNERSHIP OF nge Act of 1934, of 1935 or Secti	N OMB Number: Expires: Estimated burden hou response	urs per
1. Name and COUNTRY	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol CBS CORP [CBS, CBS.A]			5. Relationship of Reporting Person(s) to Issuer			
(Last) 51 WEST 5	(Month/	3. Date of Earliest Transaction (Month/Day/Year) 10/01/2008			(Check all applicable)          _X_ Director       10% Owner         Officer (give title below)       Other (specify below)			
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)	(State)	(Zip) Tal	hle I - Non-l	Dorivativa	Securities A	Person Cquired, Disposed	of or Bonoficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactio Code (Instr. 8)	3.4. SecuritiesTransactionAcquired (A) orCodeDisposed 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
Reminder: Re	port on a separate line	e for each class of sec	curities bene	Person inform require	ns who res ation cont ed to respo	or indirectly. spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)

number.

# 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. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactionof		Expiration Date	of Underlying	Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	Securities	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities		(Instr. 3 and 4)	(Instr. 5)

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	Derivative Security				Acquire (A) or Dispose of (D) (Instr. 2 and 5)	sed 3, 4,					
			Code	V	(A)	· · ·	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Class A Common Stock Units	<u>(1)</u>	10/01/2008	А		955		<u>(1)</u>	<u>(1)</u>	CBS Class A common stock	955	\$ 14.3
Phantom Class B Common Stock Units	<u>(1)</u>	10/01/2008	A		951		<u>(1)</u>	<u>(1)</u>	CBS Class B common stock	951	\$ 14.4

## **Reporting Owners**

Reporting Owner Name / Addres	s	Relationships							
		10% Owner	Officer	Other					
COUNTRYMAN GARY L 51 WEST 52ND STREET NEW YORK, NY 10019	Х								
Signatures									
/s/ Countryman,									
Gary L.	10/03/2008								

\*\*Signature of Reporting Person

### **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Reporting Person has elected to defer payment of Board retainer and fees pursuant to the Issuer's deferred compensation arrangement for directors. Deferred amounts (including any cash dividends credited during the previous quarter) are deemed invested quarterly in the

(1) number of Phantom Common Stock Units equal to the number of shares of Class A and Class B Common Stock that such amounts would have purchased when converted. Phantom Common Stock Units are paid out after the Director's retirement from the Board and are settled in cash.

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.