Jones Richard M Form 4 January 27, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

OMB APPROVAL

OMB Number:

3235-0287

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January 31, 2005

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(Print or Type Responses)

1. Name and Address of Reporting Person * Jones Richard M

(Middle)

(Zip)

5. Relationship of Reporting Person(s) to

Issuer

below)

Symbol CBS CORP [CBS, CBS.A]

(First) (Last)

51 WEST 52ND STREET

3. Date of Earliest Transaction

2. Issuer Name and Ticker or Trading

(Month/Day/Year)

01/25/2009

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

SVP, General Tax Counsel 6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

X 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

NEW YORK, NY 10019

(City)

(Instr. 3)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(State)

Execution Date, if

3. Code (Month/Day/Year) (Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Transaction(s)

Ownership (Instr. 4)

(A) Code V Amount (D) Price

(Instr. 3 and 4)

Reported

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

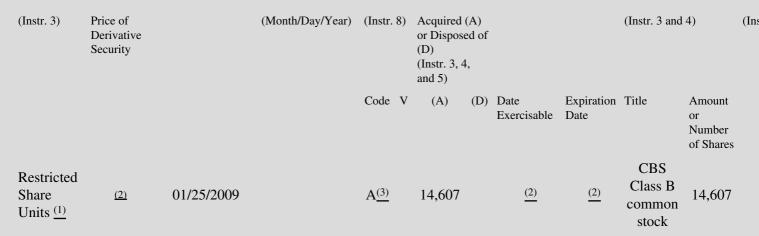
7. Title and Amount of Underlying Securities

8. F

Der

Sec

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Jones Richard M

51 WEST 52ND STREET SVP, General Tax Counsel

NEW YORK, NY 10019

Signatures

/s/ Jones, Richard M. 01/27/2009

**Signature of Date
Reporting Person

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 February 28, 2009 and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.
- (3) On January 25, 2009, the performance target associated with these RSUs 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.

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