

CBS CORP  
Form 4  
June 02, 2006

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ianniello Joseph R

(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)  
06/01/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
SVP, Finance and Treasurer

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| CBS Class B common stock        | 06/01/2006                           |  | A                              |   | 21,765<br>(1)   | A  | \$ 24.93<br>(1)                                       |
| CBS Class B common stock        |                                      |  |                                |   | 643   | I  | By 401(k)   |

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 (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 or Number of Shares                              |
| Employee Stock Option (right to buy) <sup>(2)</sup> | \$ 28.99   | 06/01/2006                           |  | D                              | 517   | <sup>(3)</sup> 03/31/2009                                | CBS Class B common stock 517                                  |
| Employee Stock Option (right to buy) <sup>(2)</sup> | \$ 44.19   | 06/01/2006                           |  | D                              | 20,725  | <sup>(3)</sup> 01/25/2010                                | CBS Class B common stock 20,725                               |
| Employee Stock Option (right to buy) <sup>(2)</sup> | \$ 41.05   | 06/01/2006                           |  | D                              | 412   | <sup>(3)</sup> 04/01/2010                                | CBS Class B common stock 412                                  |
| Employee Stock Option (right to buy) <sup>(2)</sup> | \$ 43.35   | 06/01/2006                           |  | D                              | 19,101  | <sup>(3)</sup> 01/31/2011                                | CBS Class B common stock 19,101                               |
| Employee Stock Option (right to buy) <sup>(2)</sup> | \$ 33.9  | 06/01/2006                           |  | D                              | 589   | <sup>(3)</sup> 04/01/2011                                | CBS Class B common stock 589                                  |
| Employee Stock Option (right to buy) <sup>(2)</sup> | \$ 31.02   | 06/01/2006                           |  | D                              | 25,468  | <sup>(3)</sup> 01/30/2012                                | CBS Class B common stock 25,468                               |
| Employee Stock Option (right to                     | \$ 37.41   | 06/01/2006                           |  | D                              | 641   | <sup>(3)</sup> 03/30/2012                                | CBS Class B common stock 641                                  |



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- (3) Current.
- (4) Disposed of pursuant to a voluntary exchange offer pursuant to which the Issuer offered eligible employees the voluntary opportunity to exchange their employee stock options for Restricted Shares of CBS Class B Common Stock.
- (5) Approximately one-quarter of these options are currently exercisable; the other three-quarters of these options were scheduled to vest in three equal annual installments beginning on January 26, 2007.

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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