

Ambrosio Anthony G
 Form 3
 January 10, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * Â Ambrosio Anthony G (Last) (First) (Middle) 51 WEST 52ND STREET (Street) NEW YORK, Â NY Â 10019 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 12/31/2005 | 3. Issuer Name and Ticker or Trading Symbol CBS CORP [CBS, CBS.A] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, HR & Administration | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|--|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| CBS Class B common stock | 1,363 | I | By 401(k) |
| CBS Class B common stock | 1,364 | I | By Custodian For Child |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

Edgar Filing: Ambrosio Anthony G - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--|---------------------|--------------------|-----------------------------------|----------------------------------|---------------|--|---|
| Class B Phantom Common Stock Units | Â <u>(1)</u> | Â <u>(1)</u> | CBS Class B common stock | 287 | \$ <u>(1)</u> | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | Â <u>(3)</u> | 01/26/2009 | CBS Class B common stock | 41,450 | \$ 24.7362 | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | Â <u>(3)</u> | 03/31/2009 | CBS Class B common stock | 620 | \$ 28.9924 | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | Â <u>(3)</u> | 01/25/2010 | CBS Class B common stock | 55,267 | \$ 44.1875 | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | Â <u>(3)</u> | 04/01/2010 | CBS Class B common stock | 482 | \$ 41.0464 | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | Â <u>(3)</u> | 01/31/2011 | CBS Class B common stock | 38,203 | \$ 43.3473 | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | Â <u>(3)</u> | 04/01/2011 | CBS Class B common stock | 811 | \$ 33.8965 | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | Â <u>(3)</u> | 01/30/2012 | CBS Class B common stock | 38,203 | \$ 31.0184 | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | Â <u>(3)</u> | 03/30/2012 | CBS Class B common stock | 868 | \$ 37.4067 | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | Â <u>(4)</u> | 01/26/2013 | CBS Class B common stock | 26,742 | \$ 29.3537 | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | Â <u>(3)</u> | 01/29/2013 | CBS Class B | 38,203 | \$ 30.8849 | D | Â |

Edgar Filing: Ambrosio Anthony G - Form 3

| | | | common stock | | | | |
|--|--------------|--------------|-----------------------------------|--------|---------------|---|---|
| Employee Stock Option (right to buy) <u>(2)</u> | 04/01/2006 | 03/28/2013 | CBS Class B common stock | 1,263 | \$ 29.6913 | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | Â <u>(3)</u> | 01/28/2014 | CBS Class B common stock | 38,203 | \$ 31.7173 | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | 04/01/2007 | 03/31/2014 | CBS Class B common stock | 1,354 | \$ 30.6337 | D | Â |
| Employee Stock Option (right to buy) <u>(2)</u> | 04/01/2008 | 03/31/2015 | CBS Class B common stock | 1,661 | \$ 27.3826 | D | Â |
| Restricted Share Units | Â <u>(5)</u> | Â <u>(5)</u> | CBS Class B common stock | 4,775 | \$ <u>(5)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ambrosio Anthony G 51 WEST 52ND STREET NEW YORK, NY 10019 | Â | Â | Â EVP, HR & Administration | Â |

Signatures

/s/ Ambrosio,
Anthony G. 01/10/2006

Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Phantom common stock units are payable in cash following the Reporting Person's retirement or other termination of service pursuant to the Issuer's Excess 401(k) Plan for Designated Senior Executives. Each CBS Corporation Class A Phantom common stock unit is the economic equivalent of one share of CBS Corporation Class A common stock and each CBS Corporation Class B Phantom common stock unit is the economic equivalent of one share of CBS Corporation Class B common stock.

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

(3) Current.

Edgar Filing: Ambrosio Anthony G - Form 3

- (4) These options vest in four equal annual installments beginning on January 26, 2006.
- (5) The Restricted Share Units will vest in four equal annual installments beginning on January 26, 2006 and will be settled by delivery of a corresponding number of the Issuer's shares upon vesting.

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.