Ianniello Joseph R Form 4 March 03, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

CBS Class

CBS Class B common

stock

stock

B common 02/28/2009

(Print or Type Responses)

1. Name and A Ianniello Jo	Address of Reporting I seph R	Symbol	or Name and Ticker or Trading ORP [CBS, CBS.A]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N		of Earliest Transaction	(Check all applicable)			
() () () () () () () () () ()			Day/Year)	Director 10% Owner Officer (give title Other (specify below) SVP, Chief Dev. Officer &Treas			
(Street) 4. If An			endment, Date Original	6. Individual or Joint/Group Filing(Check			
· ·			onth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
NEW YORK, NY 10019				Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owne							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquire Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
B common stock	02/28/2009		М 6,260 А 😃	35,654 D			

2,116 D

33,538

1,737

D

I

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

By 401(k)

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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
Restricted Share Units (2)	(3)	02/28/2009		M		6,260	02/28/2009(3)	(3)	CBS Class B common stock	6,260

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ianniello Joseph R 51 WEST 52ND STREET NEW YORK, NY 10019

SVP, Chief Dev. Officer &Treas

Signatures

/s/ Ianniello, Joseph R. 03/03/2009

**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) On February 27, 2009, the last preceding business day, the closing price of the CBS Class B common stock on the NYSE was \$4.27.
- (2) Granted under the Issuer's long term incentive plan.

Approximately 42% of these Restricted Share Units (RSUs) will vest on each of February 28, 2009 and February 28, 2010 and approximately 8% of the RSU award will vest on each of February 28, 2011 and February 28, 2012. The RSUs are 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.

Reporting Owners 2

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