

CBS CORP  
Form POSASR  
June 30, 2009  
As filed with the Securities and Exchange Commission on June 30, 2009.

Registration No. 333-152341

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-3**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**CBS Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation or organization)

**04-2949533**  
(I.R.S. Employer

Identification Number)

**51 West 52<sup>nd</sup> Street**

**New York, New York 10019**

**(212) 975-4321**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Louis J. Briskman**

**Executive Vice President and General Counsel**

**CBS Corporation**

**51 West 52<sup>nd</sup> Street**

**New York, New York 10019**

**(212) 975-4321**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Todd R. Chandler**

**Weil, Gotshal & Manges LLP**

**767 Fifth Avenue**

**New York, New York 10153**

**(212) 310-8000**

Approximate date of commencement of proposed sale to the Public: Not Applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the  following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.



**Deregistration of Securities**

This post-effective Amendment No. 1 to the Registration Statement on Form S-3 (Registration No. 333-152341) of registrant filed with the Securities and Exchange Commission on July 15, 2008 (the "Registration Statement") hereby amends the Registration Statement to deregister any securities registered pursuant to the Registration Statement and not otherwise issued thereunder.

In accordance with the registrant's undertaking in Part II, Item 17 of the Registration Statement, the registrant is deregistering by means of this post-effective amendment any securities remaining unsold under the Registration Statement.

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### Signatures

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this post-effective amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 30th day of June, 2009.

CBS CORPORATION

By: /s/ Louis J. Briskman  
Name: Louis J. Briskman  
Title: Executive Vice President and  
General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this post-effective amendment to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| <u>Signature</u>                               | <u>Title</u>  | <u>Date</u>   |
|--|---|---------------|
| *<br>Leslie Moonves                            | President and Chief Executive<br>Officer and Director<br>(Principal Executive Officer)              | June 30, 2009 |
| /s/ Fredric G. Reynolds<br>Fredric G. Reynolds | Executive Vice President and Chief<br>Financial Officer<br>(Principal Financial Officer)            | June 30, 2009 |
| /s/ Susan C. Gordon<br>Susan C. Gordon         | Senior Vice President, Controller<br>and Chief Accounting Officer<br>(Principal Accounting Officer) | June 30, 2009 |
| *<br>Sumner M. Redstone                        | Executive Chairman of the Board<br>and Founder  | June 30, 2009 |
| *<br>David R. Andelman                         | Director  | June 30, 2009 |
| *<br>Joseph A. Califano, Jr.                   | Director  | June 30, 2009 |
| *<br>William S. Cohen                          | Director  | June 30, 2009 |
| *<br>Gary L. Countryman                        | Director  | June 30, 2009 |
| *<br>  | Director  | June 30, 2009 |

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Charles K. Gifford

\*  
Leonard Goldberg

|          |               |
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| Director | June 30, 2009 |
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Bruce S. Gordon

|          |               |
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| Director | June 30, 2009 |
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Linda M. Griego

|          |               |
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| Director | June 30, 2009 |
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|--------------------------|----------|---------------|
| *<br>Arnold Kopelson     | Director | June 30, 2009 |
| *<br>Doug Morris         | Director | June 30, 2009 |
| *<br>Shari Redstone      | Director | June 30, 2009 |
| *<br>Frederic V. Salerno | Director | June 30, 2009 |

\*By: /s/ Louis J. Briskman  
Louis J. Briskman  
*Attorney-in-fact*  
*for the Directors*