SHEA MARTIN M Form 4 March 10, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

response... 0.5

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

Check this box

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

CBS Class B common

stock

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

SHEA MARTIN M			Symbol CBS CORP [CBS, CBS.A]					(Check all applicable)				
(Last)	(Last) (First) (Middle)			3. Date of Earliest Transaction					(Check all applicable)			
			(Month/D	(Month/Day/Year)						6 Owner		
51 WEST 52ND STREET			03/06/2009					X Officer (give title Other (specify below)				
								· · · · · · · · · · · · · · · · · · ·	Investor Relation	ons		
(Street)			4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person				
NEW YORK, NY 10019								Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acc	quired, Disposed o	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Dat			3.	4. Securi		-	5. Amount of	6. Ownership			
Security (Month/Day/Year) (Instr. 3)		Execution any	n Date, if	Transaction(A) or Disposed of Code (D)				Securities Beneficially		Indirect Beneficial		
(Illstr. 3)		2	Day/Year)	(Instr. 8) (Instr. 3, 4 and 5)			5)	Owned Indirect (I) Ownersh Following (Instr. 4) (Instr. 4)				
					(A)			Reported Transaction(s)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
CBS Class				Code v	Amount	(D)	FIICE					
B common	03/06/2009			M	2,843	A	<u>(1)</u>	19,234	D			
stock												
CBS Class							Φ.					
B common	03/06/2009			F	961	D	3 26	18,273	D			
stock							3.30					

1,756

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)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Units (2)	(3)	03/06/2009		M	2,843	(3)	(3)	CBS Class B common stock	2,843	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHEA MARTIN M 51 WEST 52ND STREET NEW YORK, NY 10019

EVP, Investor Relations

Signatures

By: /s/ Angeline C. Straka, Attorney-in-fact

03/10/2009

**Signature of Reporting Person

Date

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 March 6, 2009, the closing price of the CBS Class B common stock on the NYSE was \$3.36.
- (2) Granted under the Issuer's long term incentive plan.

Approximately 42% of these Restricted Share Units (RSUs) will vest on each of March 6, 2008 and March 6, 2009 and approximately 8% (3) of the RSU award will vest on each of March 6, 2010 and March 6, 2011. 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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