

Schwartz Gil D
Form 3
January 10, 2006

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

OMB APPROVAL

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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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Schwartz Gil D</p> <p>(Last) (First) (Middle)</p> <p>51 WEST 52ND STREET</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10019</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/31/2005</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CBS CORP [CBS, CBS.A]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>EVP, Corporate Communications</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	185	D	Â
CBS Class B common stock	682	I	By 401(k)

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

SEC 1473 (7-02)

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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)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock option (right to buy) ⁽¹⁾	Â ⁽²⁾	01/26/2008	CBS Class B common stock	27,633	\$ 21.5716	D	Â
Employee Stock Option (right to buy) ⁽¹⁾	Â ⁽²⁾	01/26/2009	CBS Class B common stock	55,267	\$ 24.7362	D	Â
Employee Stock Option (right to buy) ⁽¹⁾	Â ⁽²⁾	03/31/2009	CBS Class B common stock	1,207	\$ 28.9924	D	Â
Employee Stock Option (right to buy) ⁽¹⁾	Â ⁽²⁾	01/25/2010	CBS Class B common stock	55,267	\$ 44.1875	D	Â
Employee Stock Option (right to buy) ⁽¹⁾	Â ⁽²⁾	04/01/2010	CBS Class B common stock	891	\$ 41.0464	D	Â
Employee Stock Option (right to buy) ⁽¹⁾	Â ⁽²⁾	01/31/2011	CBS Class B common stock	57,304	\$ 43.3473	D	Â
Employee Stock Option (right to buy) ⁽¹⁾	Â ⁽²⁾	04/01/2011	CBS Class B common stock	1,180	\$ 33.8965	D	Â
Employee Stock Option (right to buy) ⁽¹⁾	Â ⁽²⁾	01/30/2012	CBS Class B common stock	57,304	\$ 31.0184	D	Â
Employee Stock Option (right to buy) ⁽¹⁾	Â ⁽²⁾	03/30/2012	CBS Class B common stock	1,123	\$ 37.4067	D	Â
Employee Stock Option (right to buy) ⁽¹⁾	Â ⁽³⁾	01/26/2013	CBS Class B common stock	40,113	\$ 29.3537	D	Â
Employee Stock Option (right to buy) ⁽¹⁾	Â ⁽²⁾	01/29/2013	CBS Class B	57,304	\$ 30.8849	D	Â

				common stock				
				CBS Class B common stock			D	Â
Employee Stock Option (right to buy) <u>(1)</u>	04/01/2006	03/28/2013		1,482	\$ 29.6913			
				CBS Class B common stock				
Employee Stock Option (right to buy) <u>(1)</u>	Â <u>(2)</u>	01/28/2014		57,304	\$ 31.7173		D	Â
				CBS Class B common stock				
Employee Stock Option (right to buy) <u>(1)</u>	04/01/2007	03/31/2014		1,632	\$ 30.6337		D	Â
				CBS Class B common stock				
Employee Stock Option (right to buy) <u>(1)</u>	04/01/2008	03/31/2015		1,917	\$ 27.3826		D	Â
				CBS Class B common stock				
Restricted Share Units	Â <u>(4)</u>	Â <u>(4)</u>		7,163	\$ <u>(4)</u>		D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schwartz Gil D 51 WEST 52ND STREET NEW YORK, NY 10019	Â	Â	Â	EVP, Corporate Communications

Signatures

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

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) Right to buy under Issuer's long term incentive plan.
- (2) Current.
- (3) These options vest in four equal annual installments beginning on January 26, 2006.
- (4) 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.

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