

Ambrosio Anthony G
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)

1. Name and Address of Reporting Person *

Â Ambrosio Anthony G
(Last) (First) (Middle)

51 WEST 52ND STREET
(Street)

NEW YORK,Â NYÂ 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)

☐ Director ☐ 10% Owner
☒ Officer ☐ 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)
☒ Form filed by One Reporting Person
☐ 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)

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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)	
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

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

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.

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- (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.

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