CBS CORP Form 4 April 06, 2006

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

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).

(Print or Type Responses)

1. Name and Address of Reporting Person **
Franks Martin D

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

CI

CBS CORP [CBS, CBS.A]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

04/03/2006

____ Director _____ 10% Owner ____ X__ Officer (give title _____ Other (specify

below) be

(Street) 4. If Amendment, Date C

4. If Amendment, Date Original Filed(Month/Day/Year)

EVP, Planning, Policy&Gov Rels
6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person ___ Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10019

(Instr. 3)

51 WEST 52ND STREET

(City) (State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date 2A.

2A. Deemed 3. 4. Securities
Execution Date, if TransactionAcquired (A) or
any Code Disposed of (D)
(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Form: Dir Beneficially (D) or Inc. Owned (I) Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

or (Instruction Code V Amount (D) Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 2. Derivative C Security on

2. Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date

3A. Deemed Execution Date, if any

4. 5. Number Transaction Code Derivative

5. Number 6. Date Exercisable and rof Expiration Date
Derivative (Month/Day/Year)

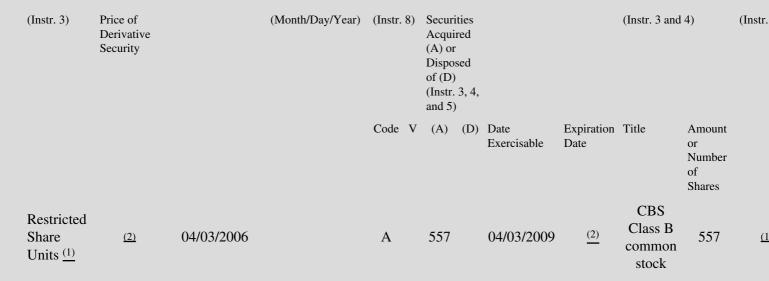
7. Title and Amount of Underlying Securities

8. Pric

Deriva

Securi

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Franks Martin D 51 WEST 52ND STREET NEW YORK, NY 10019

EVP, Planning, Policy&Gov Rels

Signatures

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

04/06/2006

**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) Granted under the Issuer's long term incentive plan.
- (2) The Restricted Share Units 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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