

SALERNO FREDERIC V
 Form 3
 May 24, 2007

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 SALERNO FREDERIC V (Last) (First) (Middle) 51 WEST 52ND STREET (Street) NEW YORK, Â NY Â 10019 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/23/2007	3. Issuer Name and Ticker or Trading Symbol CBS CORP [CBS, CBS.A]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	5,188	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

Edgar Filing: SALERNO FREDERIC V - Form 3

				Shares		(I) (Instr. 5)	
Phantom Class A Common Stock Units <u>(1)</u>	Â <u>(1)</u>	Â <u>(1)</u>	CBS Class A common stock	7,918	\$ <u>(1)</u>		D Â
Phantom Class B Common Stock Units <u>(1)</u>	Â <u>(1)</u>	Â <u>(1)</u>	CBS Class B common stock	7,946	\$ <u>(1)</u>		D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SALERNO FREDERIC V 51 WEST 52ND STREET NEW YORK, NY 10019	Â X	Â	Â	Â

Signatures

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

05/24/2007

 **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).

These Phantom Common Stock Units relate to amounts deferred prior to the separation of the Issuer and Viacom Inc. (VI) and are held in (1) an account in Mr. Salerno's name at VI. These units will pay out in cash according to the terms of the deferred compensation plan for outside directors under which these units were issued. The Issuer is not the obligor of these amounts.

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.