### Edgar Filing: Kopelson Arnold - Form 4

Kopelson Arnol Form 4	d								
October 03, 200									PPROVAL
FORM 4	UNITED	STATES		RITIES A			E COMMISSIO		3235-0287
Check this bo if no longer subject to Section 16. Form 4 or Form 5 obligations may continue <i>See</i> Instruction 1(b).	F CHAN Section	CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES action 16(a) of the Securities Exchange Act of 1934, blic Utility Holding Company Act of 1935 or Section the Investment Company Act of 1940					January 31, 2005 average urs per . 0.5		
(Print or Type Resp	onses)								
1. Name and Address of Reporting Person <u>*</u> Kopelson Arnold			2. Issuer Name <b>and</b> Ticker or Trading Symbol CBS CORP [CBS, CBS.A]			5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 51 WEST 52ND STREET		3. Date of Earliest Transaction (Month/Day/Year) 10/01/2008			(Check all applicable) <u>X</u> Director <u>10%</u> Owner <u>Officer (give title</u> Other (specify below)				
NEW YORK, 1	(Street) NY 10019			endment, D onth/Day/Yea	-	.1	6. Individual or Applicable Line) _X_ Form filed by Form filed by Person	-	erson
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	ally Owned
	'ransaction Date onth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Reminder: Report o	on a separate line	e for each cl	ass of sec	urities bene	Perso inforn requir	ns who res nation cont red to resp nys a curre	or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount	8. Price o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof	Expiration Date	of Underlying	Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	Securities	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities		(Instr. 3 and 4)	(Instr. 5)

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	Derivative Security				Acquin (A) or Dispose of (D) (Instr. and 5)	r osed ) . 3, 4,					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Class A Common Stock Units	(1)	10/01/2008	A		764		<u>(1)</u>	<u>(1)</u>	CBS Class A common stock	764	\$ 14.3
Phantom Class B Common Stock Units	<u>(1)</u>	10/01/2008	А		761		<u>(1)</u>	<u>(1)</u>	CBS Class B common stock	761	\$ 14.4

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer Other				
Kopelson Arnold 51 WEST 52ND STREET NEW YORK, NY 10019	Х						
Signatures							
/s/ Kopelson,							

Arnold	10/03/2008			
<u>**</u> 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).

Reporting Person has elected to defer payment of Board retainer and fees pursuant to the Issuer's deferred compensation arrangement for directors. Deferred amounts (including any cash dividends credited during the previous quarter) are deemed invested quarterly in the

(1) number of Phantom Common Stock Units equal to the number of shares of Class A and Class B Common Stock that such amounts would have purchased when converted. Phantom Common Stock Units are paid out after the Director's retirement from the Board and are settled in cash.

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.