

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)

1. Name and Address of Reporting
Person *

^ Schwartz Gil D

(Last) (First) (Middle)

51 WEST 52ND STREET

(Street)

NEW YORK, ^ NY ^ 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, Corporate Communications

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

185

D

^

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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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

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) <u>(1)</u>	Â <u>(2)</u>	01/26/2008	CBS Class B common stock	27,633	\$ 21.5716	D	Â
Employee Stock Option (right to buy) <u>(1)</u>	Â <u>(2)</u>	01/26/2009	CBS Class B common stock	55,267	\$ 24.7362	D	Â
Employee Stock Option (right to buy) <u>(1)</u>	Â <u>(2)</u>	03/31/2009	CBS Class B common stock	1,207	\$ 28.9924	D	Â
Employee Stock Option (right to buy) <u>(1)</u>	Â <u>(2)</u>	01/25/2010	CBS Class B common stock	55,267	\$ 44.1875	D	Â
Employee Stock Option (right to buy) <u>(1)</u>	Â <u>(2)</u>	04/01/2010	CBS Class B common stock	891	\$ 41.0464	D	Â
Employee Stock Option (right to buy) <u>(1)</u>	Â <u>(2)</u>	01/31/2011	CBS Class B common stock	57,304	\$ 43.3473	D	Â
Employee Stock Option (right to buy) <u>(1)</u>	Â <u>(2)</u>	04/01/2011	CBS Class B common stock	1,180	\$ 33.8965	D	Â
Employee Stock Option (right to buy) <u>(1)</u>	Â <u>(2)</u>	01/30/2012	CBS Class B common stock	57,304	\$ 31.0184	D	Â
Employee Stock Option (right to buy) <u>(1)</u>	Â <u>(2)</u>	03/30/2012	CBS Class B common stock	1,123	\$ 37.4067	D	Â
Employee Stock Option (right to buy) <u>(1)</u>	Â <u>(3)</u>	01/26/2013	CBS Class B common stock	40,113	\$ 29.3537	D	Â
Employee Stock Option (right to buy) <u>(1)</u>	Â <u>(2)</u>	01/29/2013	CBS Class B	57,304	\$ 30.8849	D	Â

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

Reporting Owners

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

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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