

BRISKMAN LOUIS J
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)

<p>1. Name and Address of Reporting Person *</p> <p>Â BRISKMAN LOUIS J</p> <p>(Last) (First) (Middle)</p> <p>51 WEST 52ND STREET</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10019</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/31/2005</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CBS CORP [CBS, CBS.A]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>EVP and General Counsel</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	9,097	D	Â
CBS Class B common stock	1,451	I	By 401(k)
CBS Class B common stock	2,784	I	By Hill's End Partners, L.P. (1)

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Class B Phantom Common Stock Units	Â <u>(2)</u>	Â <u>(2)</u>	CBS Class B common stock	43	\$ <u>(2)</u>	D	Â
Employee Stock Option (right to buy) <u>(3)</u>	Â <u>(4)</u>	01/28/2007	CBS Class B common stock	215,083	\$ 13.4283	D	Â
Employee Stock option (right to buy) <u>(3)</u>	Â <u>(4)</u>	01/26/2008	CBS Class B common stock	124,531	\$ 21.5716	D	Â
Employee Stock Option (right to buy) <u>(3)</u>	Â <u>(4)</u>	01/26/2009	CBS Class B common stock	138,168	\$ 24.7362	D	Â
Employee Stock Option (right to buy) <u>(3)</u>	Â <u>(4)</u>	03/31/2009	CBS Class B common stock	1,551	\$ 28.9924	D	Â
Employee Stock Option (right to buy) <u>(3)</u>	Â <u>(4)</u>	01/25/2010	CBS Class B common stock	207,252	\$ 44.1875	D	Â
Employee Stock Option (right to buy) <u>(3)</u>	Â <u>(4)</u>	04/01/2010	CBS Class B common stock	1,339	\$ 41.0464	D	Â
Employee Stock Option (right to buy) <u>(3)</u>	Â <u>(4)</u>	01/31/2011	CBS Class B common stock	89,140	\$ 43.3473	D	Â
Employee Stock Option (right to buy) <u>(3)</u>	Â <u>(4)</u>	04/01/2011	CBS Class B common stock	1,622	\$ 33.8965	D	Â
Employee Stock Option (right to buy) <u>(3)</u>	Â <u>(4)</u>	01/28/2007	CBS Class B common stock	5,985	\$ 13.4283	I	By Hill's End Partners, L.P. <u>(1)</u>

Putative Debenture	Â (5)	Â (5)	CBS Class B common stock	3,965.053	\$ (6)	D	Â
Putative Debenture	Â (5)	Â (5)	CBS Class B common stock	7,547.415	\$ (7)	D	Â
Putative Debenture	Â (5)	Â (5)	CBS Class B common stock	2,395.696	\$ (8)	D	Â
Putative Debenture	Â (5)	Â (5)	CBS Class B common stock	13,004.03	\$ (9)	D	Â
Putative Debenture	Â (5)	Â (5)	CBS Class B common stock	2,400.744	\$ (10)	D	Â
Putative Debenture	Â (5)	Â (5)	CBS Class B common stock	3,882.521	\$ (11)	D	Â
Putative Debenture	Â (5)	Â (5)	CBS Class B common stock	7,145.664	\$ (12)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRISKMAN LOUIS J 51 WEST 52ND STREET NEW YORK, NY 10019	Â	Â	Â EVP and General Counsel	Â

Signatures

/s/ Briskman,
Louis J. 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) By Hill's End Partners, L.P., a family partnership. The Reporting Person disclaims beneficial ownership of the Class B common stock held by the partnership to the extent that he has no pecuniary interest.

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) 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.
- (3) Right to buy under Issuer's long term incentive plan.
- (4) Current.

The Putative Debentures reflect deferral of an award under the Issuer's annual performance plan or long term incentive plan. Putative
- (5) Debentures convert to shares (if in the money) and are paid in a lump sum or installments following termination of service. A tax-withholding feature is associated with the Putative Debentures.
- (6) The conversion rate is 10.1408 shares per \$100 debenture.
- (7) The conversion rate is 9.7386 shares per \$100 debenture.
- (8) The conversion rate is 9.7386 shares per \$100 debenture.
- (9) The conversion rate is 10.0031 shares per \$100 debenture.
- (10) The conversion rate is 10.0031 shares per \$100 debenture.
- (11) The conversion rate is 6.9084 shares per \$100 debenture.
- (12) The conversion rate is 7.4434 shares per \$100 debenture.

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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