

Franks Martin 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â Franks Martin D                         |         | (Month/Day/Year)                     | CBS CORP [CBS, CBS.A]  |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 51 WEST 52ND STREET                       |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
| NEW YORK,Â NYÂ 10019                      |         |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
| (City)                                    | (State) | (Zip)                                | (give title below)   | (specify below)                                      |
|   |         |                                      | EVP, Planning, Policy&Gov Rels   |  |
|   |         |                                      | 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        | 3,518   | 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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**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  |   |

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|   |       |            |                                   | Shares  |            | (I)<br>(Instr. 5) |   |
|---|-------|------------|-----------------------------------|---------|------------|-------------------|---|
| Class B Phantom<br>Common Stock Units       | Â (1) | Â (1)      | CBS<br>Class B<br>common<br>stock | 143     | \$ (1)     | D                 | Â |
| Class B Phantom<br>Common Stock Units       | Â (2) | Â (2)      | CBS<br>Class B<br>common<br>stock | 934     | \$ (2)     | D                 | Â |
| Employee Stock Option<br>(right to buy) (3) | Â (4) | 03/31/2009 | CBS<br>Class B<br>common<br>stock | 1,655   | \$ 28.9924 | D                 | Â |
| Employee Stock Option<br>(right to buy) (3) | Â (4) | 01/25/2010 | CBS<br>Class B<br>common<br>stock | 138,168 | \$ 44.1875 | D                 | Â |
| Employee Stock Option<br>(right to buy) (3) | Â (4) | 04/01/2010 | CBS<br>Class B<br>common<br>stock | 1,169   | \$ 41.0464 | D                 | Â |
| Employee Stock Option<br>(right to buy) (3) | Â (4) | 01/31/2011 | CBS<br>Class B<br>common<br>stock | 63,671  | \$ 43.3473 | D                 | Â |
| Employee Stock Option<br>(right to buy) (3) | Â (4) | 04/01/2011 | CBS<br>Class B<br>common<br>stock | 1,622   | \$ 33.8965 | D                 | Â |
| Employee Stock Option<br>(right to buy) (3) | Â (4) | 01/30/2012 | CBS<br>Class B<br>common<br>stock | 63,671  | \$ 31.0184 | D                 | Â |
| Employee Stock Option<br>(right to buy) (3) | Â (4) | 03/30/2012 | CBS<br>Class B<br>common<br>stock | 1,470   | \$ 37.4067 | D                 | Â |
| Employee Stock Option<br>(right to buy) (3) | Â (5) | 01/26/2013 | CBS<br>Class B<br>common<br>stock | 44,570  | \$ 29.3537 | D                 | Â |
| Employee Stock Option<br>(right to buy) (3) | Â (4) | 01/29/2013 | CBS<br>Class B<br>common          | 63,671  | \$ 30.8849 | D                 | Â |



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- (3) Right to buy under Issuer's long term incentive plan.
- (4) Current.
- (5) These options vest in four equal annual installments beginning on January 26, 2006.
- (6) 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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