

CBS CORP
Form POSASR
June 30, 2009
As filed with the Securities and Exchange Commission on June 30, 2009.

Registration No. 333-152341

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

CBS Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation or organization)

04-2949533
(I.R.S. Employer

Identification Number)

51 West 52nd Street

New York, New York 10019

(212) 975-4321

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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Louis J. Briskman

Executive Vice President and General Counsel

CBS Corporation

51 West 52nd Street

New York, New York 10019

(212) 975-4321

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Todd R. Chandler

Weil, Gotshal & Manges LLP

767 Fifth Avenue

New York, New York 10153

(212) 310-8000

Approximate date of commencement of proposed sale to the Public: Not Applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Deregistration of Securities

This post-effective Amendment No. 1 to the Registration Statement on Form S-3 (Registration No. 333-152341) of registrant filed with the Securities and Exchange Commission on July 15, 2008 (the "Registration Statement") hereby amends the Registration Statement to deregister any securities registered pursuant to the Registration Statement and not otherwise issued thereunder.

In accordance with the registrant's undertaking in Part II, Item 17 of the Registration Statement, the registrant is deregistering by means of this post-effective amendment any securities remaining unsold under the Registration Statement.

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Signatures

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this post-effective amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 30th day of June, 2009.

CBS CORPORATION

By: /s/ Louis J. Briskman
Name: Louis J. Briskman
Title: Executive Vice President and
General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this post-effective amendment to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* Leslie Moonves	President and Chief Executive Officer and Director (Principal Executive Officer)	June 30, 2009
/s/ Fredric G. Reynolds Fredric G. Reynolds	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	June 30, 2009
/s/ Susan C. Gordon Susan C. Gordon	Senior Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	June 30, 2009
* Sumner M. Redstone	Executive Chairman of the Board and Founder	June 30, 2009
* David R. Andelman	Director	June 30, 2009
* Joseph A. Califano, Jr.	Director	June 30, 2009
* William S. Cohen	Director	June 30, 2009
* Gary L. Countryman	Director	June 30, 2009
* 	Director	June 30, 2009

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Charles K. Gifford

*
Leonard Goldberg Director June 30, 2009

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Bruce S. Gordon Director June 30, 2009

*
Linda M. Griego Director June 30, 2009

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* Arnold Kopelson	Director	June 30, 2009
* Doug Morris	Director	June 30, 2009
* Shari Redstone	Director	June 30, 2009
* Frederic V. Salerno	Director	June 30, 2009

*By: /s/ Louis J. Briskman
Louis J. Briskman
Attorney-in-fact
for the Directors