CBS CORP
Form SC TO-C
May 02, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO-C

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

CBS CORPORATION
(Name of Subject Company (Issuer))

CBS CORPORATION
(Name of Filing Person-Issuer and Offeror)

Options to Purchase Class B Common Stock, Par Value $0.001 Per Share
(Title of Class of Securities)

124857202
(CUSIP Number of Class of Securities)

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 and telephone number of person authorized to receive notices
and communications on behalf of filing person)

Copy to:
Linda E. Rappaport, Esq.
Shearman & Sterling LLP
599 Lexington Avenue
New York, New York 10022
(212) 848-4000

Calculation of Filing Fee

Transaction valuation	Amount of filing fee
Not applicable*	Not applicable*

*A filing fee is not required in connection with this filing as it relates
solely to preliminary communications made before the
commencement of a tender offer.

| | Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable
Form or Registration No.: Not applicable
Filing Party: Not applicable
Date Filed: Not applicable

|X| Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

| | third-party tender offer subject to Rule 14d-1.
|X| issuer tender offer subject to Rule 13e-4.
| | going-private transaction subject to Rule 13e-3.
| | amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: | |

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EXHIBIT INDEX

Exhibit No.	
99.1	Participant Statement Letter, dated May 2, 2006.
99.2	Guide to Reading the Participation Statement.
99.3	Form of Participant Statement.
99.4	Letter to Employees Holding Options, dated May 2, 2006.

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