

REDSTONE SUMNER M  
Form 4  
June 27, 2008

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
CBS CORP

(Last) (First) (Middle)

51 WEST 52ND STREET

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CNET NETWORKS INC [CNET]

3. Date of Earliest Transaction (Month/Day/Year)  
06/25/2008

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_\_\_X\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    |                                      |  |                                | (A) or (D) Price  | 1,216,016   | D <sup>(1)</sup>   |   |
| Common Stock                    | 06/25/2008                           |  | P                              | 5,253,713 <sub>(2)</sub> A \$ 11.5                                | 117,867,949   | I <sup>(3)</sup>   | By Ten Acquisition Corp.                              |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |  |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CBS CORP<br>51 WEST 52ND STREET<br>NEW YORK, NY 10019                           |               | X         |         |       |
| Ten Acquisition Corp.<br>51 WEST 52ND STREET<br>NEW YORK, NY 10019              |               | X         |         |       |
| NAIRI INC<br>846 UNIVERSITY AVENUE<br>NORWOOD, MA 02062-2631                    |               | X         |         |       |
| NATIONAL AMUSEMENTS INC /MD/<br>846 UNIVERSITY AVENUE<br>NORWOOD, MA 02062-2631 |               | X         |         |       |
| REDSTONE SUMNER M<br>51 WEST 52ND STREET<br>NEW YORK, NY 10019                  |               | X         |         |       |

## Signatures

|  |            |
|--|------------|
| /s/ Angeline C. Straka, SVP and Secretary, CBS Corporation                 | 06/26/2008 |
| __Signature of Reporting Person  | Date       |
| /s/ Louis J. Briskman, Vice President and Secretary, Ten Acquisition Corp. | 06/26/2008 |
| __Signature of Reporting Person  | Date       |
| /s/ Sumner M. Redstone, Chairman and President, NAIRI Inc.                 | 06/26/2008 |
| __Signature of Reporting Person  | Date       |

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/s/ Sumner M. Redstone, Chairman and CEO, National Amusements  
Inc.

06/26/2008

\_\_Signature of Reporting Person

Date

/s/ Sumner M. Redstone

06/26/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

The shares are held by CBS Corporation ("CBS") and may also be deemed to be beneficially owned by (a) NAIRI Inc. ("NAIRI"), which (1) owns approximately 80% of CBS' voting stock, (b) NAIRI's parent corporation, National Amusements Inc. ("NAI"), and (c) Mr. Sumner M. Redstone, who is the controlling stockholder of NAI.

(2) Reflects shares purchased in a tender offer.

(3) The shares are held by Ten Acquisition Corp., a wholly-owned subsidiary of CBS, and may also be deemed to be beneficially owned by (a) NAIRI, (b) NAI and (c) Mr. Redstone.

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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