

CNET NETWORKS INC

Form 4

June 25, 2008

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(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)  
**06/23/2008**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       |   |   |                                      | (A)<br>or<br>(D)  | Price  |   |   |
|                                       |   |   | Code                                 | V   | Amount   |   |   |
|                                       |   |   |                                      |   |  | 1,216,016   | D <sup>(1)</sup>  |
| Common<br>Stock                       | 06/23/2008                              |   | P                                    | 2,088<br><u>(2)</u>   | A \$<br>11.5   | 112,530,736   | I <sup>(3)</sup>  |
|                                       |   |   |                                      |   |  |   | By Ten<br>Acquisition<br>Corp.                                    |
| Common<br>Stock                       | 06/24/2008                              |   | P                                    | 83,500<br><u>(2)</u>  | A \$<br>11.5   | 112,614,236   | I <sup>(3)</sup>  |
|                                       |   |   |                                      |   |  |   | By Ten<br>Acquisition<br>Corp.                                    |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 10) |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>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>200 ELM STREET<br>DEDHAM, MA 02026                    |               | X         |         |       |
| NATIONAL AMUSEMENTS INC /MD/<br>200 ELM STREET<br>DEDHAM, MA 02026 |               | 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

06/25/2008

                     \*\*Signature of Reporting Person

Date

/s/ Louis J. Briskman, Vice President and Secretary, Ten Acquisition Corp.

06/25/2008

## Edgar Filing: CNET NETWORKS INC - Form 4

|  |            |
|--|------------|
| <u>                    </u> **Signature of Reporting Person        | Date       |
| /s/ Sumner M. Redstone, Chairman and President, NAIRI Inc.         | 06/25/2008 |
| <u>                    </u> **Signature of Reporting Person        | Date       |
| /s/ Sumner M. Redstone, Chairman and CEO, National Amusements Inc. | 06/25/2008 |
| <u>                    </u> **Signature of Reporting Person        | Date       |
| /s/ Sumner M. Redstone   | 06/25/2008 |
| <u>                    </u> **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.  
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.