Instruction 1(b).

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 | STATEMENT OF CHANGI |
|---|---------------------|
| obligations may continue. See                                       |                     |

**OMB APPROVAL** OMB Number: ES IN BENEFICIAL OWNERSHIP

Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person*  GROVE WARE H |  |  |   |                        | 2. Issuer Name <b>and</b> Ticker or Trading Symbol CBIZ, Inc. [ CBZ ] |   |          |   |   |  |                    |  |                                       | all applic             | cable)  | p Person(s) to Issuer  10% Owner  Other (specify  |     | ner  |  |
|--|--|--|---|------------------------|---|---|----------|---|---|--|--------------------|--|---------------------------------------|------------------------|---|---|-----|--|--|
| (Last)<br>6050 OA<br>SUITE 5                           | K TREE B   | ,  | (Middle)  |                        |   | 3. Date of Earliest Transaction (Month/Day/Year) 05/04/2009 |          |   |   |  |                    |  |                                       |                        | below) below)   |   |     |  |  |
| (Street)   | AND O  | Н  | 44131   |                        | 4.1   | 4. If Amendment, Date of Original Filed (Month/Day/Year)    |          |   |   |  |                    |  |                                       | Indiv<br>ne)<br>X      | dual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person |   |     |  |  |
| (City)   | (S   | tate)                                      | (Zip)   |                        |   |   |          |   |   |  |                    |  |                                       |                        |   |   |     |  |  |
|  |  | Tab  | le I - Nor  | ı-Deriv                | /ative  | e Se  | curities | s Acc                                   | quired,   | Dis  | posed o            | f, or Be   | neficia                               | lly (                  | Owned   |   |     |  |  |
| Da   |  |  | 2. Transaction<br>Date<br>(Month/Day/Year)        |                        | ear)  | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |          | 3.<br>Transaction<br>Code (Instr.<br>8) |   | 4. Securities Acquired (A)<br>Disposed Of (D) (Instr. 3, 4<br>5) |                    |  | 4 and Securit<br>Benefic              |                        | es<br>ally<br>Following   | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)   |     | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)        |  |
|  |  |  |   | Code                   | v   |   |          | Amount                                  | (A) or<br>(D)   | Price  |                    | Transaction(s)<br>(Instr. 3 and 4)   |                                       |                        |   | ,msu. 4)  |     |  |  |
| Restricted Stock <sup>(1)</sup> 05,                    |  |  |   |                        | 4/200   | 9   |          |   | A   |  | 25,000             | 0 A  | \$0.0                                 | ) <sup>(2)</sup> 159   |   | 9,070   |     | D  |  |
| Common Stock <sup>(4)</sup>                            |  |  |   | 05/04                  | 4/200   | /2009   |          |   | F   |  | 813                | D  | \$7.                                  | .7                     | 158,257   |   |     | D  |  |
|  | 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.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security  | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution I<br>if any<br>(Month/Day | Date, Transa<br>Code ( |   |   | of I     |   | 6. Date Exercisa<br>Expiration Date<br>(Month/Day/Yea |  | !                  | 7. Title and Amoun<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                       | Derivative<br>Security |   | 9. Number<br>derivative<br>Securities<br>Beneficial<br>Owned<br>Following<br>Reported<br>Transactio<br>(Instr. 4) | lly | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | Beneficial<br>Ownership<br>ct (Instr. 4) |
|  |  |  |   |                        | Code  | v   | (A)      |   | Date<br>Exercisab                                     |  | Expiration<br>Date | Title  | Amoun<br>or<br>Number<br>of<br>Shares |                        |   |   |     |  |  |
| Employee<br>Stock<br>Options <sup>(3)</sup>            | \$7.7  | 05/04/2009                                 |   |                        | A   |   | 75,000   |   | 05/04/201   | 0 0  | 5/04/2015          | Common<br>Stock  | 75,000                                |                        | \$0.00  | 255,00  | 0   | D  |  |

## **Explanation of Responses:**

- 1. Consists of restricted shares issued under the CBIZ, Inc. Amended and Restated 2002 Stock Incentive Plan. Restrictions lapse with respect to 25% of the granted restricted shares on each of the first, second, third and fourth anniversaries of the grant date, provided grantee is still providing services to CBIZ on Such Vesting dates, and grantee has complied with the applicable CBIZ client non-interference policy.
- 2. No consideraton ws provided for this grant.
- 3. Consists of Option granted 05/04/09, vesting in 25% increments each year beginning 05/04/2010, and expiring on 05/04/2015.
- 4. Surrender of stock to satisfy withholding obligation on vesting of restricted stock.

Michael W. Gleespen,

05/06/2009 Attorney-in Fact for Ware H.

Grove

\*\* Signature of Reporting Person

Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.