SEC Form 4

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

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

OMB APPROVAL OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person [*] GROVE WARE H			2. Issuer Name and Ticker or Trading Symbol CBIZ, Inc. [CBZ]		ionship of Reporting Perso all applicable) Director	n(s) to Issuer 10% Owner
(Last) (First) (Middle) C/O CBIZ, INC. 6050 OAK TREE BOULEVARD SOUTH		× ,	3. Date of Earliest Transaction (Month/Day/Year) 05/09/2018	Х	Officer (give title below) C.F.O.	Other (specify below)
(Street) CLEVELAND (City)	OH (State)	44131 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	dual or Joint/Group Filing (Form filed by One Report Form filed by More than (Person	ting 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)	Code (Instr.		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common stock ⁽¹⁾	05/09/2018		A		30,000	Α	\$0.0000 ⁽²⁾	287,172	D	

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. Transa Code (8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option ⁽³⁾	\$19.45	05/09/2018		А		75,000		05/09/2019	05/09/2024	Common stock	75,000	\$0.0000 ⁽⁴⁾	75,000	D	
Employee Stock Option	\$6.52							05/09/2014	05/09/2019	Common stock	50,000		50,000	D	
Employee Stock Option	\$8.36							05/14/2015	05/14/2020	Common stock	75,000		75,000	D	
Employee Stock Option	\$9.35							05/15/2016	05/15/2021	Common stock	75,000		75,000	D	
Employee Stock Option	\$10.35							05/10/2017	05/10/2022	Common stock	75,000		75,000	D	
Employee Stock Option	\$15.55							05/10/2018	05/10/2023	Common stock	75,000		75,000	D	

Explanation of Responses:

1. Consists of restricted shares issued under the CBIZ, Inc. 2014 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 consideration was provided for this grant.

3. Consists of Options granted on 05/09/2018 vesting in 25% increments each year beginning 05/09/2019 and expiring on 05/09/2024.

4. Options priced at closing NYSE price of \$19.45 on 05/09/2018.

Michael W.Gleespen, Attorney-05/11/2018

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.