| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
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| 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

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| | | | or Section 30(h) of the Investment Company Act of 1940 | | | | |
|---|---------|----------|---|------------------------|---|---|--|
| 1. Name and Address of Reporting Person [*] O BYRNE ROBERT | | | 2. Issuer Name and Ticker or Trading Symbol <u>CENTURY BUSINESS SERVICES INC</u> [CBIZ] | | ationship of Reporting Pe < all applicable) Director Officer (give title below) | erson(s) to Issuer 10% Owner Other (specify below) | |
| (Last) (First) (N 6050 OAK TREE BLVD SUITE 500 | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/15/2005 | | Senior Vice President | | |
| (Street) CLEVELAND | ОН | 44131 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | vidual or Joint/Group Fili Form filed by One Re Form filed by More th Person | porting Person | |
| (City) | (State) | (Zip) | | | | | |

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. Transa Code (8) | | Disposed Of (| 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | Securities Beneficially | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|------------------------------|---|---------------|---|---------|------------------------------------|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1130.4) |
| Common Stock ⁽¹⁾ | 12/05/2005 | | М | | 30,000 | Α | \$3.406 | 351,933.79 | 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) | | of I | | 6. Date Exerc Expiration Da (Month/Day/N | ate | 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 (Right to Buy) ⁽¹⁾ | \$3.406 | 12/15/2005 | | М | | | 30,000 | 03/01/2001 | 03/01/2006 | Common Stock | 30,000 | \$0 | 262,000 | D | |

Explanation of Responses:

1. Exercise of option granted 3-1-00 and expiring on 3-1-06

Michael W. Gleespen,

<u>Attorney-in-Fact for Robert A.</u> <u>12/16/2005</u> <u>O'Byrne</u>

** 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.