| 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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

| | | | 2. Issuer Name and Ticker or Trading Symbol CBIZ, Inc. [CBZ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|---------------------------|-----------------|----------|---|--|--|-----------------------------|--|--|--|
| <u>GRISKU JEI</u> | <u>XOIVIE P</u> | | | V | Director Officer (give title | 10% Owner Other (specify | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 05/13/2011 | А | below) President and | below) | | | |
| 6050 OAK TRE SUITE 500 | E BLVD. | | | | | | | | |
| (Ctreat) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | idual or Joint/Group Filir | ng (Check Applicable | | | |
| (Street) CLEVELAND | OH | 44131 | | Х | Form filed by One Rep Form filed by More that Person | 0 | | | |
| (City) | (State) | (Zip) | | | r eisuii | | | | |

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) | | | 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 (Instr. 4) | |
|---------------------------------|--|---|------|---|------------------------------|---------------|----------|---|---|---|--|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1150. 4) | |
| Common Stock ⁽¹⁾ | 05/13/2011 | | F | | 2,613 | D | \$7.24 | 329,268.25 | D | | |
| Common Stock ⁽²⁾ | 05/16/2011 | | Р | | 81 | A | \$7.2045 | 329,349.25 | 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) | | 5. Nur of Deriv Secur Acqu (A) or Dispo of (D) (Instr and 5 | ative rities ired osed | Expiration Date (Month/Day/Year) ed 3,4 Date Expiration | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Amount or Number of Shares | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Ownership Form: Direct (D) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|------------------------------|---|--|---------------------------------|---|--|---|--|---|--|----------------------------------|--|
| | | | | Code | v | (A) | (D) | | | | | | | | |

Explanation of Responses:

1. Surrender of stock to satisfy withholding obligation on vesting of restricted stock.

2. Purchased under CBIZ 2007 Employee Stock Purchase Plan approved by Shareholders at 2007 Annual Meeting. Cost of purchasing stock under the Plan is 15% less than FMV as defined by the Plan.

Michael W. Gleespen,

Attorney-In-Fact for Jerome P. 05/17/2011

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** Signature of Reporting Person Date

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

 \ast 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.