## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

| Washington, | D.C. | 20549 |  |
|-------------|------|-------|--|
|-------------|------|-------|--|

| Check this box if no longer subject to | STATEMENT O  |
|--|--------------|
| Section 16. Form 4 or Form 5           |              |
| obligations may continue. See          |              |
| Instruction 1(b).                      | Filed pursua |

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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

| Name and Address of Reporting Person*     Sibits David J   |          |  |            |                                     |  |  | Name <b>an</b><br><u>Inc.</u> [ |                                   | er or Trad                            | ing S  | Symbol             |                 | heck   | all applic   | cable)  | g Pers  | son(s) to Issi<br>10% Ow<br>Other (s | /ner   |   |
|--|----------|--|------------|-------------------------------------|--|--|---------------------------------|-----------------------------------|---------------------------------------|--|--------------------|-----------------|--|--|---|---|--------------------------------------|--|---|
| (Last)<br>6050 OA<br>SUITE 5   | K TREE I | ,  | (Middle)   |                                     |  |  | of Earliest<br>009              | Transa                            | action (Mo                            | nth/[  | Day/Year)          |                 | X  | below) below)  SVP, Financial Services   |   |   |                                      |  |   |
| (Street) CLEVELAND OH 44131  |          |  |            | 4. 1                                | 4. If Amendment, Date of Original Filed (Month/Day/Year) |  |                                 |                                   |                                       |  |                    |                 |  | Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person |   |   |                                      |  |   |
| (City)   | (:       | <u> </u>                                   | (Zip)      | a Deriv                             | /ativ  | - So   | curitios                        | - Acc                             | nuired                                | Dic  | nosed o            | of or Re        | neficis                                      | lly (  | Owned   |   |                                      |  |   |
| Table I - Non-Deriv.  1. Title of Security (Instr. 3)  2. Transa Date (Month/D                   |          |  |            | action 2A.<br>Exe<br>Day/Year) if a |  | A. Deemed<br>Execution Date,<br>f any<br>Month/Day/Year) |                                 | 3.<br>Transaction<br>Code (Instr. |                                       | 4. Securities Acquired (A)<br>Disposed Of (D) (Instr. 3, 4 |                    |                 | or 5. Amo<br>4 and Securi<br>Benefi<br>Owned |  | nt of<br>es<br>ally<br>Following                    | Form<br>(D) o   | n: Direct<br>r Indirect<br>str. 4)   | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership                      |   |
|  |          |  |            |                                     |  |  |                                 | Code                              | v                                     | Amount   | (A) or (D)         |                 |  | Reported<br>Transaction(s)<br>(Instr. 3 and 4)   |   |   |                                      | (Instr. 4)   |   |
| Restricted Stock <sup>(1)</sup> 05/0   |          |  |            | 05/04                               | 1/200  | 9  |                                 |                                   | A                                     |  | 21,00              | 0 A             | \$0.0  | 0(2) 49,299  |   |   |                                      | D  |   |
|  |          |  | Table II - |                                     |  |  |                                 |                                   |                                       |  |                    | or Ben          |  |  | wned  |   |                                      |  |   |
| 1. Title of Derivative Security (Instr. 3)  2. Conversio or Exercis Price of Derivative Security |          | 3. Transaction<br>Date<br>(Month/Day/Year) | Execution  | Date, 1                             | i.<br>Transaction<br>Code (Instr.<br>I)                  |  |                                 |                                   | 6. Date Ex<br>Expiration<br>(Month/Da | Date   | <b>:</b>           | of Securities   |  |  | B. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | s<br>Silly                           | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | Beneficial<br>Ownership<br>t (Instr. 4) |
|  |          |  |            |                                     | Code   | v  | (A)                             |                                   | Date<br>Exercisabl                    |  | expiration<br>Pate | Title           | Amoun<br>or<br>Numbe<br>of<br>Shares         |  |   |   |                                      |  |   |
| Employee<br>Stock  | \$7.7    | 05/04/2009                                 |            |                                     | A  |  | 72,000                          |                                   | 05/04/201                             | 0 0  | 05/04/2015         | Common<br>Stock | 72,00  | 0  | \$0.00  | 122,00  | 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 cdomplied with the applicable CBIZ client non-interference policy.
- 2. No consideration was provided for this grant.
- 3. Consists of Option granted 05/04/2009, vesting in 25% increments each year beginning 05/04/2010, and expiring on 05/04/2015.

Michael W. Gleespen,

Attorney-In-Fact for David J. 05/06/2009

**Sibits** 

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.