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
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 Ferson			2. Issuer Name and Ticker or Trading Symbol <u>CBIZ, Inc.</u> [CBZ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>U BYRNE RU</u>	<u>JBERT</u>		<u></u> []		Director	10% Owner			
(Last) 6050 OAK TREI SUITE 500	(First) E BLVD.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/04/2011		Officer (give title below) Senior Vice Pres	Other (specify below) sident			
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line)	idual or Joint/Group Filing (Check Applicable			
O BYRNE RO (Last) 6050 OAK TREE	ОН	44131		X	Form filed by One Report Form filed by More than C Person	0			
(City)	(State)	(Zip)			r erson				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) (Month/Day/Year)		on Date, Transaction Code (Instr.			Acquired D) (Instr.		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)
Restricted Stock ⁽¹⁾	04/04/2011		A		25,200	Α	\$0.00 ⁽²⁾	465,752	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		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⁾	\$7.41	04/04/2011		A		72,000		04/04/2012	04/04/2017	Common Stock	72,000	\$0.00	354,000	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 consideration was provided for this grant.

3. Consists of Option granted 04/04/2011, vesting in 25% increments each year beginning 04/04/2012, and expiring on 04/04/2017

Michael W. Gleespen, <u>Attorney-In-Fact</u> for Robert A 04/05/2011 <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.