

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person * <u>GERARD STEVEN L</u> (Last) (First) (Middle) 6050 OAK TREE BLVD. SUITE 500 (Street) CLEVELAND OH 44131 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>CBIZ, Inc. [CBZ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/21/2014</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting 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) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 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 | | | |
| Common Stock ⁽¹⁾ | 02/21/2014 | | M | | 28,058 | A | \$8.23 | 844,383.68 | D | |
| Common Stock ⁽¹⁾ | 02/21/2014 | | F | | 27,132 | D | \$9.0132 ⁽²⁾ | 817,251.68 | D | |
| Common Stock ⁽¹⁾ | 02/24/2014 | | M | | 61,365 | A | \$8.23 | 878,616.68 | D | |
| Common Stock ⁽¹⁾ | 02/24/2014 | | F | | 59,387 | D | \$9.0649 ⁽²⁾ | 819,229.68 | 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. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 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 |
| Employee Stock Option ⁽¹⁾ | \$8.23 | 02/21/2014 | | M | | | 28,058 | 04/08/2009 | 04/08/2014 | Common Stock | 28,058 | \$8.23 | 961,365 | D | |
| Employee Stock Option ⁽¹⁾ | \$8.23 | 02/24/2014 | | M | | | 61,365 | 04/08/2009 | 04/08/2014 | Common Stock | 61,365 | \$8.23 | 900,000 | D | |

Explanation of Responses:

- 1. Employee Stock Options granted 4-8-2008 at \$8.23 exercise price, expiring 4-8-2014. Cashless Hold: exercise of options and sale of shares sufficient to cover only exercise price, taxes and fees.
- 2. Average price

Remarks:

Michael W. Gleespen,
Attorney-In-Fact for Steven L. Gerard 02/25/2014

** 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.