SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

| Che | eck this box if no longer subject to |
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| | tion 16. Form 4 or Form 5 |
| | gations may continue. See |
| | ruction 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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| hours per response: | 0.5 |
|---------------------|-----|

| 1. Name and Address of Reporting Person [*] Kouzelos Michael P | 2. Issuer Name and Ticker or Trading Symbol <u>CBIZ, Inc.</u> [CBZ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner v Officer (give title Other (specify | | | | |
|----------------------------------------------------------------------------|---------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--|--|
| (Last) (First) (Middle) C/O CBIZ, INC. 6050 OAK TREE BOULEVARD SOUTH | 3. Date of Earliest Transaction (Month/Day/Year) 11/05/2019 | X Concer (give the Conter (specify below) below) President, Employee Services | | | | |
| (Street) CLEVELAND OH 44131 (City) (State) (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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) | Transaction Code (Instr. | | 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 |
|---------------------------------|--------------------------------------------|-------------------------------------------------------------|-----------------------------|---|------------------------------|---------------|------------------------|---------------------------------------------------------------------------|-------------------------------------------------------------------|-----------------------------------------------------|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 11/05/2019 | | M ⁽¹⁾ | | 35,000 | A | \$8.36 | 319,184 | D | |
| Common Stock | 11/05/2019 | | S | | 35,000 | D | \$26.58 ⁽²⁾ | 284,184 | 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 Deri Sec Acq (A) o Disp of (I | umber vative urities uired or oosed O) (Instr. and 5) | 6. Date Exerc Expiration Da (Month/Day/) | 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 | \$8.36 | 11/05/2019 | | M ⁽¹⁾ | | | 35,000 | 05/14/2015 | 05/14/2020 | Common Stock | 35,000 | \$0 | 35,000 | D | |
| Employee Stock Option | \$9.35 | | | | | | | 05/15/2016 | 05/15/2021 | Common Stock | 72,000 | | 72,000 | D | |
| Employee Stock Option | \$10.35 | | | | | | | 05/10/2017 | 05/10/2022 | Common Stock | 72,000 | | 72,000 | D | |
| Employee Stock Option | \$15.55 | | | | | | | 05/10/2018 | 05/10/2023 | Common Stock | 72,000 | | 72,000 | D | |
| Employee Stock Option | \$19.45 | | | | | | | 05/09/2019 | 05/09/2024 | Common Stock | 72,000 | | 72,000 | D | |
| Restricted Stock Units | \$0 | | | | | | | 03/20/2020 | 03/20/2022 | Common Stock | 19,291 | | 19,291 | D | |

Explanation of Responses:

1. Exercise and sale of Employee Stock Options granted 05-14-2014 at \$8.36 exercise price, expiring 05-14-2020.

2. Weighted average sale price of price range between \$26.50 and \$26.64. Will provide upon request number of shares sold at each separate price.

/s/ Michael W Gleespen, attorney-in-fact for Michael P 11/07/2019 Kouzelos

** 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.