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

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	hours per response:	0.5

1 I. Marie and Address of Reporting Ferson			2. Issuer Name and Ticker or Trading Symbol CBIZ, Inc. [CBZ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
			3. Date of Earliest Transaction (Month/Day/Year) 05/09/2017	X	Officer (give title below) Corp. Secreta	Other (specify below) ary		
6050 OAK TREE BOULEVARD SOUTH (Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	Line)	idual or Joint/Group Filing ((Check Applicable		
CLEVELAND	ОН	44131		X	Form filed by One Repor Form filed by More than Person	ů –		
(City)	(State)	(Zip)						

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, Transaction Disposed Of (D) (Instr. 3, 4 and 5)			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⁾	05/09/2017		F		986	D	\$15.45	100,670	D	
Common stock ⁽²⁾	05/10/2017		A		12,000	A	\$0.0000 ⁽³⁾	112,670	D	
Common stock ⁽¹⁾	05/10/2017		F		986	D	\$15.55	111,684	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title (Derivati Security (Instr. 3)	ve Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		Expiration Da	Expiration Date of Securities Month/Day/Year) Underlying		8. Price of Derivative Security (Instr. 5)	derivative Ownership of India Securities Form: Benefic Beneficially Direct (D) Owner		11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employe Stock Option ⁽⁴	\$15.55	05/10/2017		A		36,000		05/10/2018	05/10/2023	Common stock	36,000	\$0.0000	36,000	D	

Explanation of Responses:

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

2. Consists of restricted shares issued under the CBIZ, Inc. 2014 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.

3. No consideration was provided for this grant.

4. Consists of Options granted of5/10/2017 vesting in 25% increments each year beginning 05/10/2018 and expiring on 05/10/2023.

/s/ M	ichael	W. (<u>Gleespen</u>	

** Signature of Reporting Person

05/11/2017 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.