

GLEESPEN MICHAEL W
Form 4
May 06, 2009

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GLEESPEN MICHAEL W

(Last) (First) (Middle)
6050 OAK TREE BLVD., SUITE 500
(Street)

CLEVELAND, OH 44131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CBIZ, Inc. [CBZ]

3. Date of Earliest Transaction (Month/Day/Year)
05/04/2009

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Corporate Secretary

6. Individual or Joint/Group Filing (Check Applicable Line)
 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)	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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Restricted Stock <u>(1)</u>	05/04/2009		A		10,000 \$ 0 <u>(2)</u>	41,816.8	D
Common Stock <u>(4)</u>	05/04/2009		F		349 \$ 7.7	41,467.8	D
Common Stock <u>(5)</u>	05/04/2009		M		1,400 \$ 2.9	42,867.8	D
Common Stock <u>(6)</u>	05/04/2009		M		2,000 \$ 4.3	44,867.8	D
Common Stock <u>(7)</u>	05/04/2009		M		4,000 \$ 3.45	48,867.8	D

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Common Stock	05/04/2009	S	7,400	D	\$ (8)	41,467.8	D
Common Stock <u>(9)</u>	05/04/2009	G	333	D	\$ 7.7	41,134.8	D

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares of Underlying Security
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option <u>(3)</u>	\$ 7.7	05/04/2009		A	36,000	05/04/2010	05/04/2015	Common Stock	36,000
Employee Stock Option <u>(5)</u>	\$ 2.9	05/04/2009		M	1,400	05/16/2004	05/16/2009	Common Stock	1,400
Employee Stock Option <u>(6)</u>	\$ 4.3	05/04/2009		M	2,000	05/04/2005	05/04/2010	Common Stock	2,000
Employee Stock Option <u>(7)</u>	\$ 3.45	05/04/2009		M	4,000	04/15/2006	04/05/2011	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLEESPEN MICHAEL W 6050 OAK TREE BLVD. SUITE 500 CLEVELAND, OH 44131			Corporate Secretary	

Signatures

Michael W.
Gleespen

05/06/2009

__Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

- 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.
- (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 05/04/2009, vesting in 25% increments each year beginning 05/04/2010, and expiring on 05/04/2015
 - (4) Surrender of stock to satisfy withholding obligation on vesting of restricted stock.
 - (5) Exercise of stock option granted 5/16/2003
 - (6) Exercise of stock option granted 5/4/2004
 - (7) Exercise of stock option granted 4/15/2005
 - (8) Weighted average sale price per share. Price range is \$7.87 to \$7.97.
 - (9) Gift to educational institution.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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