

CBIZ, Inc.
Form 4
February 20, 2014

FORM 4

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

OMB APPROVAL

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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 *
Marek Kelly

(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)
02/18/2014

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)
Treasurer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock ⁽¹⁾	02/18/2014		M		12,000 A \$ 8.23	52,456	D
Common Stock	02/18/2014		S		12,000 D \$ 9.015	40,456	D
Common Stock ⁽²⁾	02/18/2014		M		12,000 A \$ 7.7	52,456	D
Common Stock	02/18/2014		S		12,000 D \$ 9.015	40,456	D
	02/18/2014		M		9,000 A \$ 6.75	49,456	D

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Common Stock ⁽³⁾							
Common Stock	02/18/2014	S	9,000	D	\$ 9.015 <u>(6)</u>	40,456	D
Common Stock ⁽⁴⁾	02/18/2014	M	6,000	A	\$ 7.41	46,456	D
Common Stock	02/18/2014	S	6,000	D	\$ 9.015 <u>(6)</u>	40,456	D
Common Stock ⁽⁵⁾	02/18/2014	M	3,000	A	\$ 5.87	43,456	D
Common Stock	02/18/2014	S	3,000	D	\$ 9.015 <u>(6)</u>	40,456	D

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

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option ⁽¹⁾	\$ 8.23	02/18/2014		M	12,000	04/08/2009 04/08/2014	Common Stock 12,000
Employee Stock Option ⁽²⁾	\$ 7.7	02/18/2014		M	12,000	05/04/2010 05/04/2015	Common Stock 12,000
Employee Stock Option ⁽³⁾	\$ 6.75	02/18/2014		M	9,000	05/13/2011 05/13/2016	Common Stock 9,000
	\$ 7.41	02/18/2014		M	6,000	05/04/2012 05/04/2017	6,000

Employee Stock Option <u>(4)</u>								Common Stock	
Employee Stock Option <u>(5)</u>	\$ 5.87	02/18/2014	M	3,000	05/22/2013	05/22/2018	Common Stock		3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marek Kelly 6050 OAK TREE BLVD. SUITE 500 CLEVELAND, OH 44131			Treasurer	

Signatures

Michael W. Gleespen, Attorney-in-Fact for Kelly Kuna
Marek

02/20/2014

__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).
- (1) Employee Stock Options granted 4-8-2008 at \$8.23 exercise price, expiring 4-8-2014.
- (2) Employee Stock Options granted 5-4-2009 at \$7.70 exercise price, expiring 5-4-2015.
- (3) Employee Stock Options granted 5-13-2010 at \$6.75 exercise price, expiring 5-13-2016.
- (4) Employee Stock Options granted 5-4-2011 at \$7.41 exercise price, expiring 5-4-2017.
- (5) Employee Stock Options granted 5-22-2012 at \$5.87 exercise price, expiring 5-22-2018.
- (6) Average price. Range between \$8.97 and \$9.05

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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