**GROVE WARE H** Form 4 May 06, 2009

## FORM 4

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

**OMB APPROVAL** OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GROVE WARE H			2. Issuer Name and Ticker or Trading Symbol CBIZ, Inc. [CBZ]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First)		(Middle)	3. Date of Earliest Transaction	(Sheek all applicable)		
6050 OAK TREE BLVD, SUITE 500			(Month/Day/Year) 05/04/2009	Director 10% Owner _X Officer (give title Other (specify below) CFO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CLEVELAND, OH 44131			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Z	Table	I - Non-De	rivative Se	ecuriti	es Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securition(A) or Dis		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	, ,	any	Code	` '		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
					(A) or	ъ.	Reported Transaction(s) (Instr. 3 and 4)		
D 4 - 1			Code V	Amount	(D)	Price			
Restricted Stock (1)	05/04/2009		A	25,000	A	$ \begin{array}{c} \$ 0 \\ \underline{(2)} \end{array} $	159,070	D	
Common Stock (4)	05/04/2009		F	813	D	\$ 7.7	158,257	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)

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date Underlying (Month/Day/Year) (Instr. 3 and		Securities	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (3)	\$ 7.7	05/04/2009		A	75,000	05/04/2010	05/04/2015	Common Stock	75,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 6	Director	10% Owner	Officer	Other			
GROVE WARE H							
6050 OAK TREE BLVD			CFO				
SUITE 500			CrO				
CLEVELAND, OH 44131							

## **Signatures**

Michael W. Gleespen, Attorney-in Fact for Ware H.

Grove

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.
- (2) No consideration ws provided for this grant.
- (3) Consists of Option granted 05/04/09, 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2