

GERARD STEVEN L  
Form 4  
August 23, 2018

**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 \*  
GERARD STEVEN L

(Last) (First) (Middle)

C/O CBIZ, INC., 6050 OAK TREE BOULEVARD SOUTH

(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)  
08/23/2018

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)

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)
Common Stock				(A) or (D)			
			Code	V	Amount	(D)	Price
					248,675.44	D	

Common Stock (1) (2)  
(3) (4) (5) (6)  
(7) (8) (9) (10)  
(11) (12) (13)  
(14) (15) (16)  
(17) (18) (19)  
(20) (21) (22)  
(23) (24) (25)

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

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SEC 1474 (9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GERARD STEVEN L C/O CBIZ, INC. 6050 OAK TREE BOULEVARD SOUTH CLEVELAND, OH 44131		X		

## Signatures

Michael W. Gleespen, Attorney-in-fact for Steven L. Gerard  
Date: 08/23/2018

\*\*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) Consists of restricted shares issued under the Century Business Services, Inc. Amended and Restated 2002 Stock Incentive Plan. Restrictions lapse with respect to 1/3 of the granted restricted shares on each of the third, fourth and fifth anniversaries of the grant date, providing grantee is still providing services to CBIZ on such vesting dates, and grantee has complied with the applicable CBIZ client non-interference policy.
- (2) Employee Stock Options granted 4-15-2005 at 3.45 exercise price, expiring 4-15-2011. Exercise of options and sale of shares to cover exercise price, taxes and fees.
- (3) Employee Stock Options granted 4-8-2008 at \$8.23 exercise price, expiring 4-8-2014. Cashless Hold: exercise of options and sale of shares sufficient to cover only exercise price, taxes and fees.
- (4) Employee Stock Options granted 4-8-2008 at 8.23 exercise price, expiring 4-8-2014. Cashless Hold: exercise of options and sale of shares sufficient to cover only exercise price, taxes and fees.

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- (5) Employee Stock Options granted 5-4-2004 at 4.30 exercise price, expiring 5-4-2010. Exercise of options and sale of shares to cover exercise price, taxes and fees.
- (6) Exercise and sale of Employee Stock Options granted 04-04-2011 at \$7.41 exercise price, expiring 04-04-2017.
- (7) Exercise and sale of Employee Stock Options granted 05-09-2013 at \$6.52 exercise price, expiring 05-09-2013.
- (8) Exercise and sale of Employee Stock Options granted 05-09-2013 at \$6.52 exercise price, expiring 05-09-2019.
- (9) Exercise and sale of Employee Stock Options granted 05-13-2010 at \$6.75 exercise price, expiring 05-13-2016.
- (10) Exercise and sale of Employee Stock Options granted 05-22-2012 at \$5.87 exercise price, expiring 05-22-2018.
- (11) Exercise and sale of Employee Stock Options granted 5-13-2010 at \$6.75 exercise price, expiring 5-13-2016.
- (12) Exercise and sale of Employee Stock Options granted 5-4-2009 at \$7.70 exercise price, expiring 5-4-2015.
- (13) Partial exercise of option granted 10-11-00 and expiring on 10-11-06. Executive sold only the number of shares necessary to cover the exercise price and taxes.
- (14) Purchase under CBIZ Employee Stock Investment Plan by regular payroll deduction.
- (15) Purchased under CBIZ 2007 Employee Stock Purchase Plan approved by Shareholders at 2007 Annual Meeting. Cost of purchasing stock under the Plan is 15% less than FMV as defined by the Plan.
- (16) Purchased under CBIZ 2007 Employee Stock Purchase Plan approved by Shareholders at 2007 Annual Meeting. Cost of purchasing stock under the Plan is 15% less than FMV as defined by the Plan.
- (17) Purchased under CBIZ Employee Stock Investment Plan by regular payroll deduction.
- (18) Purchased under CBIZ Stock Investment Plan by regular payroll deduction
- (19) Purchased under CBIZ Stock Investment Plan by regular payroll deduction.
- (20) Purchased under the Amended and Restated CBIZ 2007 Employee Stock Purchase Plan approved by Shareholders at the 2011 Annual Meeting. Cost of purchasing stock under the Plan is 15% less than FMV as defined by the Plan.  
Purchased under the Amended and Restated CBIZ 2007 Employee Stock Purchase Plan approved by Shareholders at the 2011 Annual Meeting. Cost of purchasing stock under the Plan is 15% less than FMV as defined by the Plan. Section 16 exempt purchase for matching purposes.
- (21) Meeting. Cost of purchasing stock under the Plan is 15% less than FMV as defined by the Plan. Section 16 exempt purchase for matching purposes.
- (22) Restricted Common Stock previously reported as a separate non-derivative from common stock, affecting the total number of shares of common stock. This stock will no longer be reported separate from common stock.
- (23) Restricted Stock vesting 50% in each of the two years following date of award. Annual non-employee Director compensation grant awarded at first quarter Board meeting
- (24) Surrender of stock to satisfy withholding obligation on vesting of restricted stock
- (25) 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.

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