

GROVE WARE H
Form 4
March 15, 2019

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 *
GROVE WARE H

(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)
03/13/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
C.F.O.

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	(A) or (D)	Price
Common Stock	03/13/2019		M ⁽¹⁾		5,754	A	\$ 8.36 (2)
Common Stock	03/13/2019		S		5,754	D	\$ 20.36 (2)

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 ⁽³⁾	\$ 8.36	03/13/2019		<u>M</u> ⁽¹⁾	5,754	05/14/2015 05/14/2020	Common Stock 5,754
Employee Stock Option ⁽⁴⁾	\$ 9.35					05/15/2016 05/15/2021	Common Stock 75,000
Employee Stock Option ⁽⁵⁾	\$ 10.35					05/10/2017 05/10/2022	Common Stock 75,000
Employee Stock Option ⁽⁶⁾	\$ 15.55					05/10/2018 05/10/2023	Common Stock 75,000
Employee Stock Option ⁽⁷⁾	\$ 19.45					05/09/2019 05/09/2024	Common Stock 75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GROVE WARE H C/O CBIZ, INC. 6050 OAK TREE BOULEVARD SOUTH CLEVELAND, OH 44131			C.F.O.	

Signatures

Michael W. Gleespent, Attorney-In-Fact for Ware H. Grove	03/15/2019
**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) Exercise and sale of Employee Stock Options granted 05-14-2014 at \$8.36 exercise price, expiring 05-14-2020.
- (2) Weighted average sale price of price range between \$20.35 and \$20.37. Will provide upon request number of shares sold at each separate price.
- (3) Consists of Option granted 05/14/2014, vesting in 25% increments each year beginning 05/14/2015, and expiring on 05/14/2020
- (4) Consists of Option granted 05/15/2015, vesting in 25% increments each year beginning 05/15/2016, and expiring on 05/15/2021.
- (5) Consists of Options granted 05/10/2015, vesting in 25% increments each year beginning 05/10/2017, and expiring on 05/10/2022.
- (6) Consists of Options granted of 5/10/2017 vesting in 25% increments each year beginning 05/10/2018 and expiring on 05/10/2023.
- (7) Consists of Options granted on 05/09/2018 vesting in 25% increments each year beginning 05/09/2019 and expiring on 05/09/2024.

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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