

GLEESPEN MICHAEL W
Form 4
March 22, 2019

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 *
GLEESPEN MICHAEL W

(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)
03/20/2019

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)
Corp. Secretary

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|------------------------------|------------------|------------|---|------|---|-------|-----|---------------------------|---------------------------|--------------|----------------------------|
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 03/20/2019 | | | A | | 8,669 | | 03/20/2020 ⁽²⁾ | 03/20/2022 ⁽²⁾ | Common Stock | 8,669 |
| Employee Stock Option ⁽³⁾ ⁽⁴⁾ | \$ 9.35 | | | | | | | | 05/15/2016 | 05/15/2021 | Common Stock | 27,000 |
| Employee Stock Option ⁽⁵⁾ | \$ 10.35 | | | | | | | | 05/10/2017 | 05/10/2022 | Common Stock | 36,000 |
| Employee Stock Option ⁽⁶⁾ | \$ 15.55 | | | | | | | | 05/10/2018 | 05/10/2023 | Common Stock | 36,000 |
| Employee Stock Option ⁽⁷⁾ | \$ 19.45 | | | | | | | | 05/09/2019 | 05/09/2024 | Common Stock | 36,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| GLEESPEN MICHAEL W C/O CBIZ, INC. 6050 OAK TREE BOULEVARD SOUTH CLEVELAND, OH 44131 | | | Corp. Secretary | |

Signatures

Michael W. Gleespen 03/22/2019

⁽¹⁾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) Each restricted stock unit represents a contingent right to receive one share of CBIZ common stock.
- (2) The restricted stock units vest in three (3) equal annual installments beginning 3/20/2020.

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- (3) Consists of Options granted 05/15/2015, vesting in 25% increments each year beginning 05/15/2016, and expiring on 05/15/2021.
- (4) Exercise and sale of Employee Stock Options granted 05-15-2015 at \$9.35 exercise price, expiring 05-15-2021.
- (5) Consists of Options granted 05/10/2016, vesting in 25% increments each year beginning 05/10/2017, and expiring on 05/10/2022.
- (6) Consists of Options granted 05/10/2017, vesting in 25% increments each year beginning 05/10/2018 and expiring on 05/10/2023.
- (7) Consists of Options granted 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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