

KUNA KELLY
Form 4
May 06, 2009

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 *
KUNA 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)
05/04/2009

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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Restricted Stock <u>(1)</u>	05/04/2009		A		5,000 A \$ 0 <u>(2)</u>	31,325	D
Common Stock <u>(4)</u>	05/04/2009		F		233 D \$ 7.7	31,092	D
Common Stock <u>(5)</u>	05/04/2009		M		1,000 A \$ 2.9	32,092	D
Common Stock	05/04/2009		S		1,000 D \$ 7.75	31,092	D

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

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(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 (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 Security (Instr. 3 and 4)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
Employee Stock Option ⁽³⁾	\$ 7.7	05/04/2009		A		12,000		05/04/2010	05/04/2015	Common Stock	12,000
Stock Option ⁽⁵⁾	\$ 2.9	05/04/2009		M		1,000		05/16/2004	05/16/2009	Common Stock	1,000

Reporting Owners

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

Signatures

Michael W. Gleespen, Attorney-in-Fact for Kelly Kuna
Date: 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).
- (1) 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 was provided for this grant.
- (3) Consists of Option granted 05/04/2009, vesting in 25% increments each year beginning 05/04/2010, and expiring on 05/04/2015.

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- (4) Surrender of stock to satisfy withholding obligation on vesting of restricted stock.
- (5) Exercise of stock option granted 5/16/2003, expiring 5/16/2009

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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