

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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**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 <sup>(3)</sup>       | \$ 7.7   | 05/04/2009                           |  | A                              |   | 12,000 |     | 05/04/2010   | 05/04/2015      | Common Stock  | 12,000                     |
| Stock Option <sup>(5)</sup>                | \$ 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<br>6050 OAK TREE BLVD.<br>SUITE 500<br>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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