

GROVE WARE H
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 *
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)
03/20/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Reported (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) | Transaction(s) (Instr. 3 and 4) | | |
| | | | | 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 | Am or Nu of s |
|------------------------|------------------------------|------------------|------------|---|------|---|-----|-----|---------------------------|---------------------------|--------------|---------------|
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 03/20/2019 | A | 21,051 | | | | | 03/20/2020 ⁽²⁾ | 03/20/2022 ⁽²⁾ | Common Stock | 21 |
| Employee Stock Option | \$ 8.36 | | | | | | | | 05/14/2015 | 05/14/2020 | Common Stock | 64 |
| Employee Stock Option | \$ 9.35 | | | | | | | | 05/15/2016 | 05/15/2021 | Common Stock | 75 |
| Employee Stock Option | \$ 10.35 | | | | | | | | 05/10/2017 | 05/10/2022 | Common Stock | 75 |
| Employee Stock Option | \$ 15.55 | | | | | | | | 05/10/2018 | 05/10/2023 | Common Stock | 75 |

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. Gleespen, Attorney-In-Fact for Ware H.
Grove

03/22/2019

__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) 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.

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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