

GERARD STEVEN L  
Form 4  
December 08, 2005

**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 \*  
GERARD STEVEN L

2. Issuer Name and Ticker or Trading Symbol  
CENTURY BUSINESS SERVICES INC [CBIZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
6050 OAK TREE BLVD, SUITE 500

3. Date of Earliest Transaction (Month/Day/Year)  
12/06/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

(Street)  
CLEVELAND, OH 44131

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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  | Price  |                                   |
| Common Stock <sup>(1)</sup>     | 12/06/2005                           |  | M                              |   | 199,700   | \$ 1.125   | A 236,296.36 D                    |
| Common Stock <sup>(1)</sup>     | 12/06/2005                           |  | F                              |   | 113,150   | \$ 6.73 <sup>(2)</sup>                                   | D 123,146.36 D                    |
| Common Stock <sup>(1)</sup>     | 12/07/2005                           |  | M                              |   | 63,900  | \$ 1.125   | A 187,046.36 D                    |
| Common Stock <sup>(1)</sup>     | 12/07/2005                           |  | F                              |   | 36,400  | \$ 6.561 <sup>(3)</sup>                                  | D 150,646.36 D                    |

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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 Securities (Instr. 3 and 4) |              |                      |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount Number Shares |
| Employee Stock Option (Right to Buy) <sup>(1)</sup> | \$ 1.125   | 12/06/2005                           |  | M                              | 199,700   | 10/11/2001 10/11/2006                                    |   | Common Stock | 199,700              |
| Employee Stock Option (Right to Buy) <sup>(1)</sup> | \$ 1.125   | 12/07/2005                           |  | M                              | 63,900  | 10/11/2001 10/11/2006                                    |   | Common Stock | 63,900               |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| GERARD STEVEN L<br>6050 OAK TREE BLVD<br>SUITE 500<br>CLEVELAND, OH 44131 | X             |           | Chief Executive Officer |       |

## Signatures

Michael W. Gleespen, Attorney-in-Fact for Steven L. Gerard  
 12/08/2005  
 \*\*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)

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Partial exercise of option granted 10-11-00 and expiring on 10-11-06. Executive sold only the number of shares necessary to cover the exercise price and taxes.

(2) Sale prices ranged from 6.59 to 6.87

(3) Sale prices ranged from 6.50 to 6.69

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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