

MUCCI MARTIN
Form 4
July 13, 2012

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 *
MUCCI MARTIN

(Last) (First) (Middle)

911 PANORAMA TRAIL S.

(Street)

ROCHESTER, NY 14625

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PAYCHEX INC [PAYX]

3. Date of Earliest Transaction
(Month/Day/Year)
07/11/2012

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)
CEO & President

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 (D) Price		
Common Stock	07/11/2012		A		22,307 (1)	A	\$ 0 81,492 D
Common Stock	07/11/2012		A		40,973 (2)	A	\$ 0 122,465 D
Common Stock							3,570 I 401(k)

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

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number.

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 of Number of Shares
Stock Option	\$ 31.65	07/11/2012		A	274,869	07/11/2013	07/10/2022	Common Stock	274,869
Stock Option	\$ 31.63					07/07/2014	07/06/2021	Common Stock	500,000
Stock Option	\$ 31.34					07/06/2012	07/05/2021	Common Stock	206,422
Stock Option	\$ 27.28					10/13/2011	10/12/2020	Common Stock	154,590
Stock Option	\$ 26.02					07/07/2011	07/06/2020	Common Stock	29,786
Stock Option	\$ 24.21					07/09/2010	07/08/2019	Common Stock	63,290
Stock Option	\$ 31.95					07/10/2009	07/09/2018	Common Stock	12,675
Stock Option	\$ 31.95					07/10/2009	07/09/2018	Common Stock	40,000
Stock Option	\$ 43.91					07/17/2008	07/17/2017	Common Stock	30,000
Stock Option	\$ 36.87					07/13/2007	07/13/2016	Common Stock	30,000
Stock Option	\$ 33.68					07/07/2006	07/07/2015	Common Stock	50,000
Stock Option	\$ 31.79					07/08/2006	07/08/2014	Common Stock	30,000
Stock Option	\$ 29.55					07/10/2005	07/10/2013	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

MUCCI MARTIN
911 PANORAMA TRAIL S. X CEO & President
ROCHESTER, NY 14625

Signatures

Stephanie L. Schaeffer,
Attorney-in-fact 07/13/2012

__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) Award of restricted stock, subject to vesting, pursuant to the Amended and Restated 2002 Stock Incentive Plan.
- (2) Award of restricted stock, subject to vesting, pursuant to performance award under the Amended and Restated 2002 Stock Incentive Plan.

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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