

PAYCHEX INC
Form 4
July 10, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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Number: 3235-0287
Expires: January 31,
2005
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(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)
12/28/2016

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/28/2016		G	V Amount 2,940 (1)	(A) or (D) D Price \$ 61.65	254,618	D
Common Stock	07/06/2017		S	1,772 (2)	D \$ 56.97	252,846	D
Common Stock	07/09/2017		S	31,522 (2)	D \$ 57.42	221,324	D
Common Stock						4,159 (3)	I 401(k)

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 (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)		8. P Der Sec (Ins	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 43.91							07/17/2008	07/17/2017	Common Stock	30,000
Stock Option	\$ 26.02							07/07/2011	07/06/2020	Common Stock	29,786
Stock Option	\$ 31.34							07/06/2012	07/05/2021	Common Stock	206,422
Stock Option	\$ 31.63							07/07/2014	07/06/2021	Common Stock	315,000
Stock Option	\$ 31.65							07/11/2013	07/10/2022	Common Stock	274,869
Stock Option	\$ 38.48							07/10/2014	07/09/2023	Common Stock	237,844
Stock Option	\$ 41.7							07/09/2015	07/08/2024	Common Stock	195,313
Stock Option	\$ 47.32							07/08/2016	07/07/2025	Common Stock	206,801
Stock Option	\$ 60.84							07/06/2017	07/05/2026	Common Stock	208,590
Stock Option	\$ 60.84							07/06/2017	07/05/2026	Common Stock	294,812

Reporting Owners

Reporting Owner Name / Address	Relationships
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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 07/10/2017

__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) Shares gifted to a donor advised fund.
- (2) Disposition of shares to satisfy tax withholding obligations arising from lapse of restrictions applicable to restricted stock.
- (3) 401(k) balance as of June 1, 2017.

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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