

PAYCHEX INC
Form 4
January 18, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
FLASCHEN DAVID J S

(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)
01/17/2017

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)

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	01/17/2017		M		6,250	A	\$ 31.95
Common Stock	01/17/2017		S		4,250	D	\$ 61.05
Common Stock	01/17/2017		M		6,000	A	\$ 43.91
Common Stock	01/17/2017		S		6,000	D	\$ 61.05

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option	\$ 43.91	01/17/2017		M	6,000 <u>(1)</u>	07/17/2008 07/17/2017	Common Stock	6,000
Stock Option	\$ 31.95	01/17/2017		M	6,250	07/10/2009 07/09/2018	Common Stock	6,250
Stock Option	\$ 24.21					07/09/2010 07/08/2019	Common Stock	6,250
Stock Option	\$ 26.02					07/07/2011 07/06/2020	Common Stock	7,686
Stock Option	\$ 31.63					07/07/2012 07/06/2021	Common Stock	11,468
Stock Option	\$ 31.5					07/12/2013 07/11/2022	Common Stock	15,052
Stock Option	\$ 38.89					07/11/2014 07/10/2023	Common Stock	12,156
Stock Option	\$ 41.7					07/09/2015 07/08/2024	Common Stock	10,850
Stock Option	\$ 47.43					07/09/2016 07/08/2025	Common Stock	11,489
Stock Option	\$ 60.59					07/07/2017 07/06/2026	Common Stock	10,220

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLASCHEN DAVID J S	X			

911 PANORAMA TRAIL S.
ROCHESTER, NY 14625

Signatures

Stephanie L. Schaeffer,
Attorney-in-fact

01/18/2017

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) Exercise of stock options approaching 10-year expiration date.

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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