

DYKSTRA KAREN E
Form 4
March 23, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DYKSTRA KAREN E

2. Issuer Name **and** Ticker or Trading
Symbol
AUTOMATIC DATA
PROCESSING INC [ADP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE ADP BOULEVARD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/23/2006

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Corporate Vice President

ROSELAND, NJ 07068

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	03/23/2006		M		5,000	A	\$ 39.225	43,806.822 D
Common Stock	03/23/2006		M		2,625	A	\$ 43.5	54,431.822 D
Common Stock	03/23/2006		S		15,625	D	\$ 46.83	38,806.822 D
Common Stock	03/23/2006		M		8,000	A	\$ 42.415	51,806.822 D

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 (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 (Right to Buy)	<u>(1)</u>	03/23/2006		M	8,000	08/08/1988 08/08/1988	Common Stock	8,000
Stock Option (Right to Buy)	<u>(1)</u>	03/23/2006		M	2,625	08/08/1988 08/08/1988	Common Stock	2,625
Stock Option (Right to Buy)	\$ 39.225	03/23/2006		M	5,000	<u>(2)</u> 11/10/2013	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DYKSTRA KAREN E ONE ADP BOULEVARD ROSELAND, NJ 07068	Corporate Vice President

Signatures

By: James B. Benson (POA on file) 03/23/2006

**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) Exerciseable price varies

(2) Vests equally over 5 years beginning in 2005

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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