

KUCHTA WILLIAM G
 Form 5
 July 01, 2009

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
KUCHTA WILLIAM G
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

911 PANORAMA TRAIL S.
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
05/31/2009

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

ROCHESTER, NY 14625

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

6. Individual or Joint/Group Reporting
 (check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	^	^	^	^	^	^	2,543 ⁽¹⁾	I	401(k)
Common Stock	^	^	^	^	^	^	757	I	IRA
Common Stock	^	^	^	^	^	^	17,548	D	^

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

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SEC 2270 (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
					(A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option	\$ 42.688	Â	Â	Â	Â Â	07/13/2002	07/13/2010	Common Stock	12,000
Stock Option	\$ 40.86	Â	Â	Â	Â Â	07/12/2003	07/12/2011	Common Stock	8,000
Stock Option	\$ 28.14	Â	Â	Â	Â Â	07/11/2004	07/11/2012	Common Stock	15,000
Stock Option	\$ 29.55	Â	Â	Â	Â Â	07/10/2005	07/10/2013	Common Stock	8,000
Stock Option	\$ 31.79	Â	Â	Â	Â Â	07/08/2006	07/08/2014	Common Stock	12,000
Stock Option	\$ 33.68	Â	Â	Â	Â Â	07/07/2006	07/07/2015	Common Stock	25,000
Stock Option	\$ 36.87	Â	Â	Â	Â Â	07/13/2007	07/13/2016	Common Stock	15,000
Stock Option	\$ 43.91	Â	Â	Â	Â Â	07/17/2008	07/17/2017	Common Stock	15,000
Stock Option	\$ 31.95	Â	Â	Â	Â Â	07/10/2009	07/09/2018	Common Stock	18,391

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KUCHTA WILLIAM G 911 PANORAMA TRAIL S. ROCHESTER, NY 14625	Â	Â	Â Vice President	Â

Signatures

Stephanie L. Schaeffer,
Attorney-in-fact

07/01/2009

_____*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) 401(k) balance as of May 31, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.