

MUCCI MARTIN
Form 5
July 01, 2009

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
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 *
MUCCI MARTIN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. Vice President

(Last) (First) (Middle)
911 PANORAMA TRAIL S.
(Street)

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

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

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

ROCHESTER, NY 14625

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) | (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 Ownership (Instr. 4) |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 2,231 ⁽¹⁾ | I | 401(k) |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 22,830 | 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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 | \$ 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 | 25,000 |
| Stock Option | \$ 31.79 | Â | Â | Â | Â Â | 07/08/2006 07/08/2014 | Common Stock | 30,000 |
| Stock Option | \$ 33.68 | Â | Â | Â | Â Â | 07/07/2006 07/07/2015 | Common Stock | 50,000 |
| Stock Option | \$ 36.87 | Â | Â | Â | Â Â | 07/13/2007 07/13/2016 | Common Stock | 30,000 |
| Stock Option | \$ 43.91 | Â | Â | Â | Â Â | 07/17/2008 07/17/2017 | Common Stock | 30,000 |
| Stock Option | \$ 31.95 | Â | Â | Â | Â Â | 07/10/2009 07/09/2018 | Common Stock | 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------------|
| | Director | 10% Owner | Officer | Other |
| MUCCI MARTIN 911 PANORAMA TRAIL S. ROCHESTER, NY 14625 | Â | Â | Â | Â Sr. Vice President |

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.

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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.