

JUDGE JONATHAN  
 Form 4  
 July 13, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
 JUDGE JONATHAN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 07/09/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CEO & President

(Street)  
 ROCHESTER, NY 14625

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 (Instr. 4)
Common Stock	07/09/2009		A	(A) or (D) Amount 48,018 (1)	\$ 0 152,914	D	
Common Stock ESPP					9,448	D	

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Stock Option	\$ 31.95	07/09/2009		A	58,275	07/10/2009 07/09/2018	Common Stock 58,275
Stock Option	\$ 24.21	07/09/2009		A	316,447	07/09/2010 07/08/2019	Common Stock 316,447
Stock Option	\$ 30.68					10/01/2006 10/01/2014	Common Stock 100,000
Stock Option	\$ 30.68					10/01/2006 10/01/2014	Common Stock 550,000
Stock Option	\$ 33.68					07/07/2006 07/07/2015	Common Stock 250,000
Stock Option	\$ 36.87					07/13/2007 07/13/2016	Common Stock 150,000
Stock Option	\$ 43.91					07/17/2008 07/17/2017	Common Stock 150,000
Stock Option	\$ 31.95					07/10/2009 07/09/2018	Common Stock 183,900

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JUDGE JONATHAN 911 PANORAMA TRAIL S. ROCHESTER, NY 14625	X		CEO & President	

## Signatures

Stephanie L. Schaeffer,  
Attorney-in-fact  
07/13/2009  
\*\*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) Award of restricted stock, subject to vesting, pursuant to the Amended and Restated 2002 Stock Incentive Plan.

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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