

KUCHTA WILLIAM G
Form 4
July 02, 2008

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 *
KUCHTA WILLIAM G

(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)
07/02/2008

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)
Vice President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	07/02/2008		M	15,275 A \$ 19	21,943	D	
Common Stock	07/02/2008		S	15,275 D \$ 31.43	6,668	D	
Common Stock	07/02/2008		M	4,975 A \$ 19	11,643	D	
Common Stock					2,422	I	401(k)
Common Stock					757	I	IRA

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Common
 Stock 2,082 D
 ESPP

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

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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 or Number of Shares
Stock Option	\$ 19	07/02/2008		M	15,275	07/09/2000 07/09/2008	Common Stock 15,275
Stock Option	\$ 19	07/02/2008		M	4,975	07/09/2000 07/09/2008	Common Stock 4,975
Stock Option	\$ 21.4583					07/08/2001 07/08/2009	Common Stock 13,500
Stock Option	\$ 42.688					07/13/2002 07/13/2010	Common Stock 12,000
Stock Option	\$ 40.86					07/12/2003 07/12/2011	Common Stock 8,000
Stock Option	\$ 28.14					07/11/2004 07/11/2012	Common Stock 15,000
Stock Option	\$ 29.55					07/10/2005 07/10/2013	Common Stock 8,000
Stock Option	\$ 31.79					07/08/2006 07/08/2014	Common Stock 12,000
Stock Option	\$ 33.68					07/07/2006 07/07/2015	Common Stock 25,000
Stock Option	\$ 36.87					07/13/2007 07/13/2016	Common Stock 15,000
Stock	\$ 43.91					07/17/2008 07/17/2017	Common 15,000

Option

Stock

Reporting Owners

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

Signatures

Stephanie L. Schaeffer, Attorney-in-fact	07/02/2008
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).

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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