

SECURITIES AND
EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of
The Securities Act of 1934

Date of Report (Date of earliest event reported):
April 22, 1997

PAYCHEX, INC.
(Exact name of Registrant as specified in its charter)

Delaware	0-11330	16-1123166
(State or other jurisdiction of incorporation)	(Commission File No.)	I.R.S. Employer Identification No.)

911 Panorama Trail South	Rochester, New York	14625
(Address of Principal Executive Offices)		

Registrant's telephone number, including area code: (716)385-6666

N/A

(Former name or former address, if changed, since last report)
ITEM 5. OTHER EVENTS

On April 22, 1997, Paychex, Inc. announced that John T. Carlen resigned as Executive Vice-President and as an Officer of the Company effective April 22, 1997.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 25, 1997

PAYCHEX, INC.

By: /s/ John M. Morphy

John M. Morphy, Vice President,
Chief Financial Officer and
Secretary