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

FORM 8-K

**CURRENT REPORT
Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report: May 25, 2011
(Date of earliest event reported)**

PAYCHEX, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State of or other jurisdiction
of incorporation)

0-11330
(Commission
File Number)

16-1124166
(IRS Employer
Identification Number)

911 PANORAMA TRAIL SOUTH, ROCHESTER, NEW YORK
(Address of principal executive offices)

14625-2396
(Zip Code)

(585) 385-6666
(Registrant's telephone number, including area code)

None
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On May 25, 2011, Paychex, Inc. ("Paychex") issued a press release announcing the appointment of Rebecca F. Bernson as Senior Vice President of Sales effective June 1, 2011. The press release is incorporated by reference as Exhibit 99.1 to this Current Report on Form 8-K ("Form 8-K").

Ms. Bernson, age 59, is a senior sales executive with more than 30 years experience leading Fortune 500 sales organizations, specializing in business process outsourcing. Most recently, she served as Senior Vice President of Sales for National Account Services at Automatic Data Processing (ADP), Inc., a provider of business outsourcing solutions. Prior to joining ADP in 2003, she held numerous sales leadership roles at Xerox Corporation for 25 years.

Ms. Bernson will participate in the same compensation and benefit arrangements available to other officers of Paychex.

In connection with her employment, Ms. Bernson also signed a standard confidentiality, non-solicitation, and non-compete agreement. The agreement precludes Ms. Bernson from:

- competing with Paychex while an employee and for 12 months after separation from Paychex;
- soliciting clients or referral sources for 24 months after separation from Paychex; and
- recruiting or hiring, or attempting to recruit or hire, any employee for 24 months after separation from Paychex.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

The following exhibit is filed with this Form 8-K.

Exhibit 99.1: Press Release of Paychex, Inc. dated May 25, 2011.

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 thereunto duly authorized.

Date: May 25, 2011

PAYCHEX, INC.

/s/ Martin Mucci

Martin Mucci

President and Chief Executive Officer

PRESS RELEASE OF PAYCHEX, INC. DATED MAY 25, 2011**PAYCHEX NAMES NEW SENIOR VICE PRESIDENT OF SALES***Former ADP, Xerox Executive Rebecca F. Bernson Joins Company June 1*

Rochester, NY (May 25, 2011) – Paychex, Inc., a leading provider of payroll, human resource, and benefits outsourcing solutions for small- to medium-sized businesses, today announced the appointment of Rebecca F. Bernson as senior vice president of sales. The Paychex Board of Directors also named her an officer of the company. Bernson is a senior executive with more than 30 years experience leading Fortune 500 sales organizations, specializing in business process outsourcing. Bernson begins her new role with Paychex on June 1, 2011.

"I am very excited to have Rebecca join our executive team as the leader of our sales organization – a very important role for us," says Martin Mucci, Paychex president and chief executive officer. "She comes to Paychex with a record of success in delivering sales and revenue growth and a wealth of sales leadership experience, including many years in our industry."

Most recently, Bernson was senior vice president of sales for National Account Services at Automatic Data Processing. In this role, she led a national field sales, sales support, and sales operations team. She had revenue contract responsibility totaling \$1.5 billion for U.S.-based business, including over \$300 million of new annualized revenue, for products such as payroll, human resource solutions, time and labor, and comprehensive outsourced solutions.

Prior to joining ADP, Bernson held numerous sales leadership roles with Xerox Corporation for 25 years. During her tenure with the global document management company, Bernson's responsibilities included national leadership of the company's supply sales organization.

A native of North Augusta, South Carolina, Bernson holds a Bachelor of Fine Arts degree from the University of Georgia.

About Paychex

Paychex, Inc. (NASDAQ:PAYX) is a leading provider of payroll, human resource, and benefits outsourcing solutions for small- to medium-sized businesses. The company offers comprehensive payroll services, including payroll processing, payroll tax administration, and employee pay services, including direct deposit, check signing, and Readychex®. Human resource services include 401(k) plan recordkeeping, section 125 plans, a professional employer organization, time and attendance solutions, and other administrative services for business. A variety of business insurance products, including group health and workers' compensation, are made available through Paychex Insurance Agency, Inc. Paychex was founded in 1971. With headquarters in Rochester, New York, the company has more than 100 offices serving approximately 536,000 payroll clients nationwide as of May 31, 2010. For more information about Paychex and our products, visit www.paychex.com.

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