

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: August 8, 2002  
(Date of earliest event reported)

**PAYCHEX, INC.**

(Exact name of registrant as specified in its charter)

DELAWARE  
(State 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)

14625-0397  
(Zip Code)

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

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**ITEM 9. REGULATION FD DISCLOSURE**

On August 8, 2002, B. Thomas Golisano and John M. Morphy, the principal executive officer and principal financial officer, respectively, of Paychex, Inc., each filed with the Securities and Exchange Commission (the "Commission") the sworn written statements required by the Commission's June 27, 2002 Order Requiring the Filing of Sworn Statements Pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934. A copy of the statements is furnished (not filed) as Exhibit 99.1.

**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.

**PAYCHEX, INC.**

Date:	August 8, 2002	By:	<u>/s/ B. Thomas Golisano</u> B. Thomas Golisano Chairman, President and Chief Executive Officer
Date:	August 8, 2002	By:	<u>/s/ John M. Morphy</u> John M. Morphy Vice President, Chief Financial Officer and Secretary

**EXHIBIT INDEX**

Exhibit 99.1	Sworn statements of B. Thomas Golisano and John M. Morphy, the principal executive officer and principal financial officer, respectively, of Paychex, Inc., as filed on August 8, 2002 with the Commission pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934.
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EXHIBIT 99.1

STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, B. THOMAS GOLISANO, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Paychex, Inc., and, except as corrected or supplemented in a subsequent covered report:
  - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report; and
  - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report.
- (2) I have reviewed the contents of this statement with Paychex' audit committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
  - Annual Report on Form 10-K for the fiscal year ended May 31, 2002, filed with the Securities and Exchange Commission on July 22, 2002.

Dated: August 6, 2002

/s/ B. Thomas Golisano  
B. THOMAS GOLISANO  
Chairman, President and  
Chief Executive Officer  
Paychex, Inc.

Subscribed and sworn to  
before me this 6th day  
of August, 2002.

/s/ Dana L. Bolia  
Notary Public

My Commission Expires:

October 28, 2002 [Notary Seal]

**STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS**

I, JOHN M. MORPHY, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Paychex, Inc., and, except as corrected or supplemented in a subsequent covered report:
  - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report; and
  - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report.
- (2) I have reviewed the contents of this statement with Paychex' audit committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
  - Annual Report on Form 10-K for the fiscal year ended May 31, 2002, filed with the Securities and Exchange Commission on July 22, 2002.

Dated: August 6, 2002

/s/ John M. Morphy  
JOHN M. MORPHY  
Vice President and  
Chief Financial Officer  
Paychex, Inc.

Subscribed and sworn to  
before me this 6th day  
of August, 2002.

/s/ Janis M. Shuler  
Notary Public

My Commission Expires:

November 12, 2005 [Notary Seal]