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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>FLASCHEN DAVID J S</u>  (Last) (First) (Middle) <u>911 PANORAMA TRAIL S.</u>  (Street) <u>ROCHESTER NY 14625</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PAYCHEX INC [ PAYX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/23/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	(A) or (D)	Price			
Common Stock - Family Trust	11/23/2022		P		39.282	A	\$116.24	6,148.282	I	Katherine S. Flaschen Irrevocable Trust
Common Stock - Family Trust	02/23/2023		P		43.743	A	\$111.038	6,192.025	I	Katherine S. Flaschen Irrevocable Trust
Common Stock - Family Trust	05/25/2023		P		51.23	A	\$107.571	6,243.255	I	Katherine S. Flaschen Irrevocable Trust
Common Stock - Family Trust	08/24/2023		P		45.431	A	\$122.306	6,288.686	I	Katherine S. Flaschen Irrevocable Trust
Common Stock - Family Trust	11/28/2023		P		46.98 <sup>(1)</sup>	A	\$119.1343	6,335.666	I	Katherine S. Flaschen Irrevocable Trust
Common Stock - Family Trust	11/23/2022		P		39.282	A	\$116.24	6,148.282	I	The DJ Flaschen Irrevocable Trust
Common Stock - Family Trust	02/23/2023		P		43.743	A	\$111.038	6,192.025	I	The DJ Flaschen Irrevocable Trust
Common Stock - Family Trust	05/25/2023		P		51.23	A	\$107.571	6,243.255	I	The DJ Flaschen Irrevocable Trust
Common Stock - Family Trust	08/24/2024		P		45.431	A	\$122.306	6,288.686	I	The DJ Flaschen Irrevocable Trust
Common Stock - Family Trust	11/28/2023		P		46.98 <sup>(1)</sup>	A	\$119.1343	6,335.666	I	The DJ Flaschen Irrevocable Trust
Common Stock - Family Trust	11/28/2023		P		246.536 <sup>(1)</sup>	A	\$119.1343	33,247.536	D	

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	(A) or (D)	Price			
Common Stock								5,383	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$47.43							07/09/2016	07/08/2025	Common Stock	9,489		9,489	D	
Stock Option	\$60.59							07/07/2017	07/06/2026	Common Stock	10,220		10,220	D	
Stock Option	\$57.2							07/13/2018	07/12/2027	Common Stock	9,615		9,615	D	
Stock Option	\$70.37							07/12/2019	07/11/2028	Common Stock	8,641		8,641	D	
Stock Option	\$73.53							07/15/2021	07/14/2030	Common Stock	5,793		5,793	D	
Stock Option	\$120.86							07/15/2024	07/14/2033	Common Stock	3,382		3,382	D	

**Explanation of Responses:**

1. The reporting person's DRIP acquisitions of the issuer's common stock reported herein were inadvertently broker-initiated and any profit has been fully disgorged. These acquisitions are matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 340,496 shares, with the reporting person's purchase of: (i) 246,536 shares of the issuer's common stock at a price of \$119.1343 per share on November 28, 2023 through the Flaschen Family Trust; (ii) 46.98 shares of the issuer's common stock at a price of \$119.1343 per share on November 28, 2023 through the Katherine S. Flaschen Irrevocable Trust; and (iii) 46.98 shares of the issuer's common stock at a price of \$119.1343 per share on November 28, 2023 through the DJ Flaschen Irrevocable Trust. The reporting person has paid the issuer \$233.48, representing the full amount of the profit realized in connection with the short-swing transaction.

Stephanie L. Schaeffer, Attorney- 03/08/2024  
in-fact

\*\* Signature of Reporting Person                      Date

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

\* 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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