

**FORM 5**

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

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

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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.

**ANNUAL 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

Form 3 Holdings Reported.

Form 4 Transactions Reported.

1. Name and Address of Reporting Person * <u>Bottini Mark Anthony</u>  (Last) (First) (Middle) <u>911 PANORAMA TRAIL SOUTH</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)  Director 10% Owner Officer (give title below) Other (specify below) X Sr. VP of Sales
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>05/31/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock							82,690	D	
Common Stock							1,668 <sup>(1)</sup>	I	401(k)
Common Stock ESPP							23 <sup>(2)</sup>	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)
					(A)	(D)	Date Exercisable	Expiration Date					
Stock Option	\$47.32						07/08/2016	07/07/2025	Common Stock 46,875		46,875	D	
Stock Option	\$60.84						07/06/2017	07/05/2026	Common Stock 43,760		43,760	D	
Stock Option	\$60.84						07/06/2017	07/05/2026	Common Stock 113,318		113,318	D	
Stock Option	\$57.24						07/12/2018	07/11/2027	Common Stock 41,159		41,159	D	
Stock Option	\$69.54						07/11/2019	07/10/2028	Common Stock 31,653		31,653	D	
Stock Option	\$85.46						07/10/2020	07/09/2029	Common Stock 34,165		34,165	D	
Stock Option	\$73.53						07/15/2021	07/14/2030	Common Stock 39,823		39,823	D	
Stock Option	\$112.67						07/15/2022	07/14/2031	Common Stock 22,755		22,755	D	
Stock Option	\$115						07/15/2023	07/14/2032	Common Stock 17,563		17,563	D	
Stock Option	\$120.86						07/15/2024	07/14/2033	Common Stock 19,904		19,904	D	

**Explanation of Responses:**

- 1. 401(k) balance as of June 1, 2024.
- 2. ESPP balance as of June 28, 2024.

Stephanie L. Schaeffer, Attorney-in-fact 07/03/2024

\*\* 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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