

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden
 hours per response: 0.5

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>Gibson John B</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> 3. Date of Earliest Transaction (Month/Day/Year) <u>07/15/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>President and CEO</u> 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 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	07/15/2025		F		16,585 ⁽¹⁾	D	\$140.68	63,887	D	
Common Stock	07/15/2025		A		21,175 ⁽²⁾	A	\$0	85,062	D	
Common Stock	07/15/2025		A		9,063 ⁽³⁾	A	\$0	94,125	D	
Common Stock	07/16/2025		S		12,370	D	\$141.92	81,755	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	\$140.68	07/15/2025		A		62,758		07/15/2026	07/14/2035	Common Stock	62,758	\$140.68	62,758	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	26,547		26,547	D	
Stock Option	\$125							01/15/2023	01/14/2032	Common Stock	2,972		2,972	D	
Stock Option	\$115							07/15/2023	07/14/2032	Common Stock	21,954		21,954	D	
Stock Option	\$109.19							10/15/2023	10/14/2032	Common Stock	20,485		20,485	D	
Stock Option	\$120.86							07/15/2024	07/14/2033	Common Stock	63,583		63,583	D	
Stock Option	\$121.63							07/15/2025	07/14/2034	Common Stock	64,126		64,126	D	

Explanation of Responses:

- Disposition of shares to satisfy tax withholding obligations arising from lapse of restrictions applicable to restricted stock units.
- Award of restricted stock units, subject to vesting, pursuant to the performance award under the Amended and Restated 2002 Stock Incentive Plan.
- Award of restricted stock units, subject to vesting, pursuant to the Amended and Restated 2002 Stock Incentive Plan.

Prabha S. Bhandari, Attorney-in-fact

07/17/2025

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.