

# 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

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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person* McCarthy Michael A			2. Issuer Name and Ticker or Trading Symbol PAYCHEX INC [PAYX]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ VP, Eastern US Sales				
(Last) (First) (Middle) 911 PANORAMA TRAIL S.			3. Date of Earliest Transaction (Month/Day/Year) 10/03/2005							
(Street) ROCHESTER, NY 14625			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person				
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>							
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	10/03/2005		M		9,113	A	\$ 5.9753	9,113	D	
Common Stock	10/03/2005		S		9,113	D	\$ 37.3	0	D	
Common Stock								22,403	I	401(k) balance

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

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 control number. SEC 1474 (9-02)

**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 Underlying Securities (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 of Derivative Security: 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	\$ 5.9753	10/03/2005		M		9,113		10/05/1997	10/05/2005	Common Stock	9,113	\$ 37.3	0	D	
Stock Option	\$ 11.6297							10/02/1999	10/02/2007	Common Stock	4,050		4,050	D	
Stock Option	\$ 21.4583							07/08/2001	07/08/2009	Common Stock	2,400		2,400	D	
Stock Option	\$ 40.86							07/12/2003	07/12/2011	Common Stock	1,200		1,200	D	
Stock Option	\$ 28.14							07/11/2004	07/11/2012	Common Stock	15,000		15,000	D	
Stock Option	\$ 29.55							07/10/2005	07/10/2013	Common Stock	12,000		12,000	D	
Stock Option	\$ 31.79							07/08/2006	07/08/2014	Common Stock	15,000		15,000	D	
Stock Option	\$ 33.68							07/07/2007	07/07/2015	Common Stock	20,000		20,000	D	
Stock Option	\$ 5.9753							10/05/1997	10/05/2005	Common Stock	9,113		9,113	D	

Stock Option	\$ 5.9753						10/05/1997	10/05/2005	Common Stock	9,113		9,113	D	
Stock Option	\$ 5.9753						10/05/1997	10/05/2005	Common Stock	0		0	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCarthy Michael A 911 PANORAMA TRAIL S. ROCHESTER, NY 14625			VP, Eastern US Sales	

## Signatures

John Morphy, Attorney-in-fact		10/03/2005
<small>**Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

- \* 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.

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