

FORM 4

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

OMB APPROVAL

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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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Gibson Clifford			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, Western U.S. Sales		
(Last) 911 PANORAMA TRAIL S.	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/26/2006					
(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)						

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	01/26/2006		M		500	A	\$ 12.0494	500	D	
Common Stock	01/26/2006		S		500	D	\$ 36.59	0	D	
Common Stock	01/26/2006		M		2,200	A	\$ 12.0494	2,200	D	
Common Stock	01/26/2006		S		2,200	D	\$ 36.58	0	D	
Common Stock	01/26/2006		M		1,500	A	\$ 12.0494	1,500	D	
Common Stock	01/26/2006		S		1,500	D	\$ 36.57	0	D	
Common Stock	01/26/2006		M		800	A	\$ 12.0494	800	D	
Common Stock	01/26/2006		S		800	D	\$ 36.56	0	D	
Common Stock								5,100	D	
Common Stock								6,413	I	401(k)

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

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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
Stock Option	\$ 12.0494	01/26/2006		M		500		10/03/1998	10/03/2006	Common Stock	500	\$ 36.59	19,750	D	
Stock Option	\$ 12.0494	01/26/2006		M		2,200		10/03/1998	10/03/2006	Common Stock	2,200	\$ 36.58	17,550	D	
Stock Option	\$ 12.0494	01/26/2006		M		1,500		10/03/1998	10/03/2006	Common Stock	1,500	\$ 36.57	16,050	D	
Stock Option	\$ 12.0494	01/26/2006		M		800		10/03/1998	10/03/2006	Common Stock	800	\$ 36.56	15,250	D	

Stock Option	\$ 11.6297							10/02/1999	10/02/2007	Common Stock	13,500		13,500	D	
Stock Option	\$ 19							07/09/2000	07/09/2008	Common Stock	13,500		13,500	D	
Stock Option	\$ 21.4583							07/08/2001	07/08/2009	Common Stock	9,000		9,000	D	
Stock Option	\$ 40.86							07/12/2003	07/12/2011	Common Stock	6,000		6,000	D	
Stock Option	\$ 28.14							07/11/2004	07/11/2012	Common Stock	12,000		12,000	D	
Stock Option	\$ 29.55							07/10/2005	07/10/2013	Common Stock	5,000		5,000	D	
Stock Option	\$ 31.79							07/08/2006	07/08/2014	Common Stock	10,000		10,000	D	
Stock Option	\$ 33.68							07/07/2006	07/07/2015	Common Stock	15,000		15,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gibson Clifford 911 PANORAMA TRAIL S. ROCHESTER, NY 14625			VP, Western U.S. Sales	

Signatures

Clifford Gibson		01/27/2006
<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.

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