

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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>RIVERA EFRAIN</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) Director 10% Owner Officer (give title below) Other (specify below) X Sr. Vice President, CFO
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/14/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	07/14/2023		F		3,293 ⁽¹⁾	D	\$120.86	75,982	D	
Common Stock	07/15/2023		A		3,227 ⁽²⁾	A	\$0.00	79,209	D	
Common Stock	07/15/2023		A		10,952 ⁽³⁾	A	\$0.00	90,161	D	
Common Stock	07/17/2023		M		16,224	A	\$73.53	106,385	D	
Common Stock	07/17/2023		S		16,224	D	\$120.19	90,161	D	
Common Stock	07/17/2023		S		4,025	D	\$120.19	86,136	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	\$73.53	07/17/2023		M			16,224	07/15/2021	07/14/2030	Common Stock	16,224	\$0.00	0	D	
Stock Option	\$120.86	07/15/2023		A		21,563		07/15/2024	07/14/2033	Common Stock	21,563	\$120.86	21,563	D	
Stock Option	\$112.67							07/15/2022	07/14/2031	Common Stock	28,064		28,064	D	
Stock Option	\$115							07/15/2023	07/14/2032	Common Stock	21,405		21,405	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 Amended and Restated 2002 Stock Incentive Plan.
- Award of restricted stock units, subject to vesting, pursuant to the performance award under the Amended and Restated 2002 Stock Incentive Plan.

Remarks:

Stephanie L. Schaeffer, Attorney-in-fact 07/18/2023

** 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.