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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended May 31, 2011

Commission file number 0-11330

Paychex, Inc.

911 Panorama Trail South
Rochester, New York 14625-2396
(585) 385-6666
A Delaware Corporation

IRS Employer Identification Number: 16-1124166

Securities registered pursuant to Section 12(b) of the Act:	**Common Stock, $0.01 Par Value**
Name of exchange on which registered:	**NASDAQ Global Select Market**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☑ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☑

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☑ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☑	Accelerated filer ☐	Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☑

As of November 30, 2010, the last business day of the most recently completed second fiscal quarter, shares held by non-affiliates of the registrant had an aggregate market value of $9,219,176,824 based on the closing price reported for such date on the NASDAQ Global Select Market.

As of June 30, 2011, 362,115,182 shares of the registrant's common stock, $.01 par value, were outstanding.

Documents Incorporated by Reference

Portions of the registrant's definitive proxy statement to be issued in connection with its Annual Meeting of Stockholders to be held on or about October 11, 2011, to the extent not set forth herein, are incorporated by reference into Part III, Items 10 through 14, inclusive.

PAYCHEX, INC.

INDEX TO FORM 10-K

For the fiscal year ended May 31, 2011

	Description	Page
	PART I	
	"Safe Harbor" Statement Under the Private Securities Litigation Reform Act of 1995	1
Item 1	Business	1
Item 1A	Risk Factors	7
Item 1B	Unresolved Staff Comments	9
Item 2	Properties	9
Item 3	Legal Proceedings	9
Item 4	Reserved	10
	PART II	
Item 5	Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	10
Item 6	Selected Financial Data	12
Item 7	Management's Discussion and Analysis of Financial Condition and Results of Operations	12
Item 7A	Quantitative and Qualitative Disclosures About Market Risk	28
Item 8	Financial Statements and Supplementary Data	31
Item 9	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	63
Item 9A	Controls and Procedures	63
Item 9B	Other Information	64
	PART III	
Item 10	Directors, Executive Officers and Corporate Governance	64
Item 11	Executive Compensation	65
Item 12	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	65
Item 13	Certain Relationships and Related Transactions, and Director Independence	65
Item 14	Principal Accounting Fees and Services	65
	PART IV	
Item 15	Exhibits and Financial Statement Schedules	66
	Signatures	69

EX-10.20
EX-10.21
EX-10.22
EX-10.23
EX-10.24
EX-10.25
EX-21.1
EX-23.1
EX-24.1
EX-31.1
EX-31.2
EX-32.1
EX-32.2
EX-101 INSTANCE DOCUMENT
EX-101 SCHEMA DOCUMENT
EX-101 CALCULATION LINKBASE DOCUMENT
EX-101 LABELS LINKBASE DOCUMENT
EX-101 PRESENTATION LINKBASE DOCUMENT
EX-101 DEFINITION LINKBASE DOCUMENT

PART I

"SAFE HARBOR" STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

Certain written and oral statements made by management of Paychex, Inc. and its wholly owned subsidiaries ("we," "our," "us," "Paychex," or the "Company") may constitute "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995 (the "Reform Act"). Forward-looking statements are identified by such words and phrases as "we expect," "expected to," "estimates," "estimated," "current outlook," "we look forward to," "would equate to," "projects," "projections," "projected to be," "anticipates," "anticipated," "we believe," "could be," and other similar phrases. All statements addressing operating performance, events, or developments that we expect or anticipate will occur in the future, including statements relating to revenue growth, earnings, earnings-per-share growth, or similar projections, are forward-looking statements within the meaning of the Reform Act. Because they are forward-looking, they should be evaluated in light of important risk factors. These risk factors include, but are not limited to, the following risks as well as those described in "Risk Factors" under Item 1A and elsewhere in this Annual Report on Form 10-K ("Form 10-K"):

- general market and economic conditions including, among others, changes in United States ("U.S.") employment and wage levels, changes in new hiring trends, legislative changes to stimulate the economy, changes in short- and long-term interest rates, changes in the fair value and the credit rating of securities held by us, and accessibility of financing;
- changes in demand for our services and products, ability to develop and market new services and products effectively, pricing changes and the impact of competition, and the availability of skilled workers;
- changes in the laws regulating collection and payment of payroll taxes, professional employer organizations, and employee benefits, including retirement plans, workers' compensation, health insurance, state unemployment, and section 125 plans;
- changes in workers' compensation rates and underlying claims trends;
- the possibility of failure to keep pace with technological changes and provide timely enhancements to services and products;
- the possibility of failure of our operating facilities, computer systems, and communication systems during a catastrophic event;
- the possibility of third-party service providers failing to perform their functions;
- the possible failure of internal controls or our inability to implement business processing improvements; and
- potentially unfavorable outcomes related to pending legal matters.

Any of these factors could cause our actual results to differ materially from our anticipated results. The information provided in this Form 10-K is based upon the facts and circumstances known at this time. We undertake no obligation to update these forward-looking statements after the date of filing of this Form 10-K with the Securities and Exchange Commission ("SEC" or "Commission") to reflect events or circumstances after such date, or to reflect the occurrence of unanticipated events.

Item 1. *Business*

We are a leading provider of payroll, human resource, and benefits outsourcing solutions for small- to medium-sized businesses. As of May 31, 2011, we serviced approximately 564,000 clients and had approximately 12,400 employees. We maintain our corporate headquarters in Rochester, New York, and have more than 100 offices nationwide.

As of May 31, 2011, we serviced approximately 1,900 clients in Germany through four offices.

Our company was formed as a Delaware corporation in 1979. We report our results of operations and financial condition as one business segment. Our fiscal year ends May 31.

Company Strategy

We are focused on achieving strong, long-term financial performance by:

- providing high-quality, timely, accurate, and affordable comprehensive payroll and integrated human resource services;
- delivering these services utilizing a well-trained and responsive work force through a network of local and corporate offices servicing more than 100 of the largest markets in the U.S.;
- growing our client base, primarily through the efforts of our direct sales force;
- continually improving client service to maximize client retention;
- capitalizing on the growth opportunities within our existing client base and from new clients by increasing utilization of our payroll and human resource ancillary services and products;
- capitalizing on and leveraging our highly developed technology and operating infrastructure;
- investing in our business through expansion of our service and product offerings to continually add value for our clients; and
- supplementing our growth through strategic acquisitions when appropriate opportunities arise.

Services and Products

We offer a comprehensive portfolio of services and products that allow our clients to meet their diverse payroll and human resource needs. These include:

- payroll processing;
- payroll tax administration services;
- employee payment services;
- regulatory compliance services (new-hire reporting and garnishment processing);
- Paychex HR Solutions;
- retirement services administration;
- insurance services;
- eServices; and
- other human resource services and products.

By offering ancillary services that leverage the information gathered in the base payroll processing service, we are able to provide comprehensive outsourcing services that allow employers to expand their employee benefits offerings at an affordable cost. We mainly earn our revenue through recurring fees for services performed. Service revenue is primarily driven by the number of clients, checks or transactions per client per pay period, and utilization of ancillary services.

Payroll

Payroll processing is the foundation of our service portfolio. Our payroll service includes the calculation, preparation, and delivery of employee payroll checks; production of internal accounting records and management reports; preparation of federal, state, and local payroll tax returns; and collection and remittance of clients' payroll obligations. Our payroll services are provided through either our core payroll or Major Market Services ("MMS") and are made available to clients via traditional or Internet-based methods.

Paychex Online is our secure Internet site, which offers core payroll clients a suite of self-service, interactive services and products twenty-four hours a day, seven days a week. These include Paychex Online Payroll®, Internet Time Sheet, Paychex Online Reports, and General Ledger Reporting Service. Using these services, clients can communicate payroll information, access current and historical payroll information, and transfer payroll information calculated by us to their general ledger accounting software, eliminating manual entries and improving the accuracy of bookkeeping. More than one-half of our clients are currently utilizing some form of Paychex Online payroll service.

During the fiscal year ended May 31, 2011 (“fiscal 2011”), we acquired SurePayroll, Inc. (“SurePayroll”), a provider of software-as-a-service payroll processing for small businesses. This acquisition expands our product offering for small business clients to self-service and mobile applications.

Major Market Services: MMS primarily targets companies that have more sophisticated payroll and benefits needs. We currently offer this service in all of our significant markets. Our proprietary MMS software, Preview®, provides a powerful payroll solution and allows smooth integration with other Paychex service offerings. Preview can be used as an on-site, PC-based system or via a secure web-hosted environment.

We offer a software-as-a-service solution to meet the payroll and human resource administrative needs of our MMS clients. This allows Preview to be integrated with various Internet-based services offered to assist clients with their administrative human resource and payroll needs through every step of the employee life cycle. Ancillary services particularly beneficial to our MMS clients include the following:

- Paychex HR Online, our Internet-based human resource management system, offers powerful tools for managing employee benefits, personnel information, and critical human resource compliance and reporting needs. In addition, its self-service features allow for better communication between management and employees.
- BeneTrac, our employee benefits management and administration system, provides our MMS clients a simple, accurate, and cost-effective solution for streamlined benefits management.
- Paychex Time and Labor Online makes the time and attendance process more efficient. This solution can reduce time spent on preparing timesheets, minimize redundant data entry, increase awareness of critical labor information, and aid in compliance with federal time recording requirements.
- Paychex Expense Manager is an integrated payroll and expense management solution that allows clients to control discretionary spending while giving employees an easy-to-use, secure tool to prepare and submit expense reports online.
- Applicant tracking, offered through our partnership with Taleo Corporation, provides our MMS clients with a tool to manage their recruiting process in order to better hire and retain talented employees.

MMS clients can select Paychex One-Source Solutions, which seamlessly integrates Preview, Paychex Time and Labor Online, and Paychex HR Online applications through a single, web-based client portal. MMS clients also have the option to select from a number of á la carte payroll and human resource ancillary services or opt for our comprehensive human resource and payroll outsourcing solution, Paychex HR Solutions. This flexibility allows our clients to define the solution that best meets their particular needs.

Payroll tax administration services: As of May 31, 2011, 95% of our clients utilized our payroll tax administration services (including Taxpay®), which provide accurate preparation and timely filing of quarterly and year-end tax returns, as well as the electronic transfer of funds to the applicable tax or regulatory agencies (federal, state, and local). In connection with these services, we electronically collect payroll taxes from clients’ bank accounts, typically on payday, prepare and file the applicable tax returns, and remit taxes to the applicable tax or regulatory agencies on the respective due dates. These taxes are typically paid between one and 30 days after receipt of collections from clients, with some items extending to 90 days. We handle regulatory correspondence, amendments, and penalty and interest disputes, and we are subject to cash penalties imposed by tax or regulatory agencies for late filings and late or under payment of taxes.

Employee payment services: As of May 31, 2011, 79% of our clients utilized our employee payment services, which provide the employer the option of paying their employees by direct deposit, payroll debit card, a check drawn on a Paychex account (Readychex®), or a check drawn on the employer’s account and electronically signed by us. For the first three methods, we electronically collect net payroll from the clients’ bank accounts, typically one business day before payday, and provide payment to the employees on payday. Our flexible payment options provide a cost-effective solution that offers the benefit of convenient, one-step payroll account reconciliation for employers.

Regulatory compliance services: We offer new-hire reporting services, which enable clients to comply with federal and state requirements to report information on newly hired employees. This information aids the government in enforcing child support orders and minimizes fraudulent unemployment and workers' compensation insurance claims. Our garnishment processing service provides deductions from employees' pay, forwards payments to third-party agencies, including those that require electronic payments, and tracks the obligations to fulfillment. These services enable employers to comply with legal requirements and reduce the risk of penalties.

Human Resource Services

Paychex HR Solutions: We offer comprehensive human resource outsourcing solutions that provide businesses a full-service approach to the outsourcing of employer and employee administrative needs. Our Paychex HR Solutions offering is available as an administrative services organization ("ASO"), previously known as Paychex Premier® Human Resources, and a professional employer organization ("PEO"). Both options offer businesses a combined package of services that includes payroll, employer compliance, human resource and employee benefits administration, risk management outsourcing, and the on-site availability of a professionally trained human resource representative. These comprehensive bundles of services are designed to make it easier for businesses to manage their payroll and related benefit costs while providing a benefits package equal to that of larger companies. Our PEO differs from the ASO in that we serve as a co-employer of the clients' employees, assume the risks and rewards of workers' compensation insurance, and provide health care coverage to PEO client employees. PEO services continue to be sold through our registered and licensed subsidiary, Paychex Business Solutions, Inc. The integration of the sales and service models of the ASO and PEO under Paychex HR Solutions has reduced redundancies and created more flexible options for business owners to find the solution that best meets their needs. In fiscal 2011, we introduced Paychex HR Essentials, which is an ASO product that provides support to our clients over the phone or online to help manage employee-related topics. As of May 31, 2011, Paychex HR Solutions were utilized by 21,000 clients with approximately 567,000 client employees.

Retirement services administration: Our retirement services product line offers a variety of options to clients, including 401(k) plans, 401(k) SIMPLE, SIMPLE IRA, 401(k) plans with safe harbor provisions, profit sharing, and money purchase plans. These services provide plan implementation, ongoing compliance with government regulations, employee and employer reporting, participant and employer online access, electronic funds transfer, and other administrative services. Auto enrollment is an optional plan feature allowing employers to automatically enroll employees in their company's 401(k) plan and increase overall plan participation. Clients have the ability to choose from a group of pre-defined fund selections or to customize their investment options within their plan. Selling efforts for these services are focused primarily on our existing payroll client base, as the processed payroll information allows for data integration necessary to provide these services efficiently. We are one of the largest 401(k) recordkeepers for small businesses in the U.S. We earn an average fee of slightly less than twenty-five basis points from the external fund managers based on the total asset value of client employee 401(k) funds. In May 2011, we acquired ePlan Services, Inc., a provider of recordkeeping and administrative solutions to the defined contribution marketplace. This acquisition allows us to expand our retirement services to financial advisers. As of May 31, 2011, retirement services were utilized by approximately 57,000 clients and the asset value of client employee 401(k) funds externally managed totaled approximately $15.3 billion.

Insurance services: Our licensed insurance agency, Paychex Insurance Agency, Inc. ("Paychex Insurance Agency"), provides insurance through a variety of carriers. Insurance offerings include property and casualty coverage such as workers' compensation; business-owner policies; commercial auto; and health and benefits coverage including health, dental, vision, and life. Our insurance services simplify the insurance process to make it easy to find plans with the features and affordability to meet the client's needs. With access to numerous top national and regional carriers, our professional insurance agents enjoy a wide selection of plans from which to best match the insurance needs of small business. Clients also have the option to integrate with Paychex payroll processing for easy, accurate plan administration. Paychex Insurance Agency has a website, www.paychexinsurance.com, with information and interactive tools to help educate visitors on insurance and aid in making business insurance decisions. As of May 31, 2011, approximately 100,000 clients have appointed Paychex Insurance Agency as their agent for servicing their business insurance needs.

eServices: We offer online human resource administration software products for employee benefits management and administration and time and attendance solutions. Paychex HR Online offers powerful tools for managing employee benefits, personnel information, and human resource compliance and reporting. Time and Labor Online helps minimize the time spent compiling time sheet information. It allows the employer to handle multiple payroll scenarios and results in improved productivity, accuracy, and reliability in the payroll process.

Other human resource services and products: We offer the outsourcing of plan administration under section 125 of the Internal Revenue Code, allowing employees to use pre-tax dollars to pay for certain health insurance benefits and health and dependent care expenses not covered by insurance. All required implementation, administration, compliance, claims processing and reimbursement, and coverage tests are provided with these services. We offer state unemployment insurance services, which provide clients with prompt processing for all claims, appeals, determinations, change statements, and requests for separation documents. Other Human Resource Services products include employee handbooks, management manuals, and personnel and required regulatory forms. These products are designed to simplify clients' office processes and enhance their employee benefits programs.

Sales and Marketing

We market our services primarily through our direct sales force based in the metropolitan markets we serve, with sales representatives specializing within our portfolio of services. For the year ending May 31, 2012 ("fiscal 2012"), our sales force is expected to total approximately 2,400 representatives. Our sales representatives are also supported by marketing, advertising, public relations, trade shows, and telemarketing programs. We have grown and expect to continue to grow our direct sales force. In recent years, we have increased our emphasis on the selling of ancillary services and products to both new clients and our existing client base.

In addition to our direct selling and marketing efforts, we utilize relationships with existing clients, certified public accountants ("CPAs"), and banks for new client referrals. More than 60% of our new core payroll clients (excluding acquisitions) come from these referral sources. To further enhance our strong relationship with CPAs, we have partnered with the American Institute of Certified Public Accountants ("AICPA") as the preferred payroll provider for its AICPA Business Solutions Partner Program since 2003. This long-standing strategic alliance has been extended to September 2016.

Our website at www.paychex.com, which includes online payroll sales presentations and service and product information, is a cost-efficient tool that serves as a source of leads and new sales while complementing the efforts of our direct sales force. This online tool allows us to market to clients in more geographically remote areas. In addition, our insurance services website at www.paychexinsurance.com provides information to help small businesses navigate the insurance industry, and generates leads by allowing interested parties to get in contact with one of our professional insurance agents.

In addition, Advantage Payroll Services Inc. ("Advantage"), a wholly owned subsidiary of Paychex, Inc., has license agreements with independently owned associate offices ("Associates"), which are responsible for selling and marketing Advantage payroll services and performing certain operational functions, while Paychex and Advantage provide all centralized back-office payroll processing and payroll tax administration services. The marketing and selling by the Associates is conducted under their own logos.

Markets and Competition

Industry data indicates there are approximately ten million employers in the geographic markets that we currently serve within the U.S. Of those employers, approximately 99% have fewer than 100 employees and are our primary customers and target market. We remain focused on servicing small- to medium-sized businesses based upon the growth potential that we believe exists in this market segment.

We serve a diverse base of small- to medium-sized clients operating in a broad range of industries located throughout the U.S. As of May 31, 2011, we serviced approximately 564,000 clients. We utilize service agreements and arrangements with clients that are generally terminable by the client at any time or upon relatively short notice. For fiscal 2011, client retention was approximately 79% of our beginning client base, up two percentage points from the fiscal year ended May 31, 2010 ("fiscal 2010"). Clients lost in fiscal 2011 decreased 9% compared to fiscal

2010, largely due to fewer clients going out of business or having no employees. No single client has a material impact on total service revenue or results of operations.

The composition of the U.S. market and the client base we serve by number of employees is as follows:

Business size (Number of employees)	Estimated market distribution(1)	Paychex, Inc. distribution of client base
1-4	80%	42%
5-19	15%	40%
20-49	3%	12%
50-99	1%	4%
100+	1%	2%

(1) Based on currently available market data from Dun & Bradstreet.

The market for payroll processing and human resource services is highly competitive and fragmented. Our primary national competitor, ADP® ("Automatic Data Processing, Inc."), is the largest U.S. third-party provider of payroll processing and human resource services in terms of revenue. We compete with other national, regional, local, and online service providers, all of which we believe have significantly smaller client bases than us.

In addition to traditional payroll processing and human resource service providers, we compete with in-house payroll and human resource systems and departments. Payroll and human resource systems and software are sold by many vendors. Our Human Resource Services also compete with a variety of providers of human resource services, such as retirement services companies, insurance companies, and human resources and benefits consulting firms.

Competition in the payroll processing and human resource services industry is primarily based on service responsiveness, product quality and reputation, breadth of service and product offering, and price. We believe we are competitive in each of these areas.

Software Maintenance and Development

The ever-changing mandates of federal, state, and local tax and regulatory agencies require us to regularly update the proprietary software we utilize to provide payroll and human resource services to our clients. We are continually engaged in developing enhancements to and the maintenance of our various software platforms to meet the changing requirements of our clients and the marketplace.

In fiscal 2010, we completed implementation of an enhanced platform for our core processing capability, which allows us to leverage efficiencies in our processes and continue to provide excellent customer service. Over the next few years, we will expand this platform to additional service offerings.

Employees

As of May 31, 2011, we employed approximately 12,400 people. None of our employees were covered by collective bargaining agreements.

Intellectual Property

We own or license and use a number of trademarks, trade names, copyrights, service marks, trade secrets, computer programs and software, and other intellectual property rights. Taken as a whole, our intellectual property rights are material to the conduct of our business. Where it is determined to be appropriate, we take measures to protect our intellectual property rights, including, but not limited to, confidentiality/non-disclosure agreements or policies with employees, vendors, and others; license agreements with licensees and licensors of intellectual property; and registration of certain trademarks. We believe that the "Paychex" name, trademark, and logo are of material importance to us.

Seasonality

There is no significant seasonality to our business. However, during our third fiscal quarter, which ends in February, the number of new payroll clients, new retirement services clients, and new Paychex HR Solutions worksite employees tends to be higher than during the rest of the fiscal year, primarily because a majority of new clients begin using our services in the beginning of a calendar year. In addition, calendar year-end transaction processing and client funds activity are traditionally higher during our third fiscal quarter due to clients paying year-end bonuses and requesting additional year-end services. Historically, as a result of these factors, our total revenue has been slightly higher in our third fiscal quarter, with greater sales commission expenses also reported in this quarter.

Other

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Therefore, we file periodic reports, proxy statements, and other information with the SEC. Such reports may be read and copied at the SEC's Public Reference Room at 100 F Street NE, Washington, D.C. 20549. Information regarding the operation of the Public Reference Room may be obtained by calling the SEC at (800) SEC-0330. The SEC also maintains a website (www.sec.gov) that includes our reports, proxy statements, and other information.

Information about our services and products, stockholder information, press releases, and filings with the SEC can be found on our website at www.paychex.com. Our Form 10-Ks, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and other SEC filings, and any amendments to such reports and filings, are made available, free of charge, on the Investor Relations section of our website as soon as reasonably practical after such material is filed with, or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act to, the SEC. Also, copies of our Annual Report to Stockholders and Proxy Statement, to be issued in connection with our 2011 Annual Meeting of Stockholders, will be made available, free of charge, upon written request submitted to Paychex, Inc., c/o Corporate Secretary, 911 Panorama Trail South, Rochester, New York 14625-2396.

Item 1A. ***Risk Factors***

Our future results of operations are subject to a number of risks and uncertainties. These risks and uncertainties could cause actual results to differ materially from historical and current results and from our projections. Important factors known to us that could cause such differences include, but are not limited to, those discussed below and those contained in the "Safe Harbor" statement at the beginning of Part I of this Form 10-K.

Our services may be adversely impacted by changes in government regulations and policies: Many of our services, particularly payroll tax administration services and employee benefit plan administration services, are designed according to government regulations that continually change. Changes in regulations could affect the extent and type of benefits employers are required, or may choose, to provide employees or the amount and type of taxes employers and employees are required to pay. Such changes could reduce or eliminate the need for some of our services and substantially decrease our revenue. Added requirements could also increase our cost of doing business. Failure to educate and assist our clients regarding new or revised legislation that impacts them could have an adverse impact on our reputation. Failure by us to modify our services in a timely fashion in response to regulatory changes could have a material adverse effect on our business and results of operations.

Our interest earned on funds held for clients may be impacted by changes in government regulations mandating the amount of tax withheld or timing of remittance: We receive interest income from investing client funds collected but not yet remitted to applicable tax or regulatory agencies or to client employees. A change in regulations either decreasing the amount of taxes to be withheld or allowing less time to remit taxes to applicable tax or regulatory agencies would adversely impact this interest income.

We may not be able to keep pace with changes in technology: To maintain our growth strategy, we must adapt and respond to technological advances and technological requirements of our clients. Our future success will depend on our ability to enhance capabilities and increase the performance of our internal use systems, particularly our systems that meet our clients' requirements. We continue to make significant investments related to the development of new technology. If our systems become outdated, we may be at a disadvantage when competing in our industry. There can be no assurance that our efforts to update and integrate systems will be successful. If we do not integrate and update our systems in a timely manner, or if our investments in technology fail to provide the expected results, there could be a material adverse effect to our business and results of operations.

Our business and reputation may be affected by our ability to keep clients' information confidential: Our business involves the use of significant amounts of private and confidential client information including employees' identification numbers, bank accounts, and retirement account information. This information is critical to the accurate and timely provision of services to our clients, and certain information may be transmitted via the Internet. There is no guarantee that our systems and processes are adequate to protect against all security breaches. If our systems are disrupted or fail for any reason, or if our systems are infiltrated by unauthorized persons, our clients could experience data loss, financial loss, harm to reputation, or significant business interruption. Such events may expose us to unexpected liability, litigation, regulation investigation and penalties, loss of clients' business, unfavorable impact to business reputation, and there could be a material adverse effect on our business and results of operations.

We may be adversely impacted by any failure of third-party service providers to perform their functions: As part of providing services to clients, we rely on a number of third-party service providers. These service providers include, but are not limited to, couriers used to deliver client payroll checks and banks used to electronically transfer funds from clients to their employees. Failure by these service providers, for any reason, to deliver their services in a timely manner could result in material interruptions to our operations, impact client relations, and result in significant penalties or liabilities to us.

We may be exposed to additional risks related to our co-employment relationship within our PEO business: Many federal and state laws that apply to the employer-employee relationship do not specifically address the obligations and responsibilities of the "co-employment" relationship. As a result, there is a possibility that we may be subject to liability for violations of employment or discrimination laws by our clients and acts or omissions of client employees, who may be deemed to be our agents, even if we do not participate in any such acts or violations. Although our agreements with the clients provide that the client will indemnify us for any liability attributable to its own or its employees' conduct, we may not be able to effectively enforce or collect such contractual obligations. In addition, we could be subject to liabilities with respect to our employee benefit plans if it were determined that we are not the "employer" under any applicable state or federal laws.

We may be adversely impacted by volatility in the financial and economic environment: During periods of weak economic conditions, employment levels tend to decrease and interest rates may become more volatile. These conditions may impact our business due to lower transaction volumes or an increase in the number of clients going out of business. Current or potential clients may decide to reduce their spending on payroll and other outsourcing services. In addition, new business starts may be affected by an inability to obtain credit. The interest we earn on funds held for clients may decrease as a result of a decline in funds available to invest and lower interest rates. In addition, during periods of volatility in the credit markets, certain types of investments may not be available to us or may become too risky for us to invest in, further reducing the interest we may earn on client funds. Constriction in the credit markets may impact the availability of financing, even to borrowers with the highest credit ratings. We historically have not borrowed against available credit arrangements to meet liquidity needs. However, should we require additional short-term liquidity during days of large outflows of client funds, a credit constriction may limit our ability to access those funds or the flexibility to obtain them at interest rates that would be acceptable to us. If all of these financial and economic circumstances were to remain in effect for an extended period of time, there could be a material adverse effect on our results of operations.

In the event of a catastrophe, our business continuity plan may fail, which could result in the loss of client data and adversely interrupt operations: Our operations are dependent on our ability to protect our infrastructure against damage from catastrophe or natural disaster, severe weather including events resulting from climate change, unauthorized security breach, power loss, telecommunications failure, terrorist attack, or other events that could have a significant disruptive effect on our operations. We have a business continuity plan in place in the event of system failure due to any of these events. Our business continuity plan has been tested in the past by circumstances of severe weather, including floods and snowstorms, and has been successful. However, these past successes are not an indicator of success in the future. If the business continuity plan is unsuccessful in a disaster recovery scenario, we could potentially lose client data or experience material adverse interruptions to our operations or delivery of services to our clients.

We may have an adverse outcome of legal matters, which could harm our business: We are subject to various claims and legal matters that arise in the normal course of business. These include disputes or potential disputes related to breach of contract, breach of fiduciary duty, employment-related claims, tax claims, and other matters. Refer to Item 3 of this Form 10-K for additional disclosure regarding legal proceedings. Legal matters are subject to inherent uncertainties and there exists the possibility that their ultimate resolution could have a material adverse effect on our financial position and results of operations in the period in which any such effect is recorded.

Quantitative and qualitative disclosures about market risk: Refer to Item 7A of this Form 10-K for a discussion on Market Risk Factors.

Item 1B. ***Unresolved Staff Comments***

None.

Item 2. ***Properties***

We owned and leased the following properties as of May 31, 2011:

	Square feet
Owned facilities:	
Rochester, New York	721,000
Other U.S. locations	280,000
Total owned facilities	1,001,000
Leased facilities:	
Rochester, New York	90,000
Other U.S. locations	2,377,000
Germany	1,000
Total leased facilities	2,468,000

Our facilities in Rochester, New York house various distribution, processing, and technology functions; certain ancillary functions; a telemarketing unit; and other back-office functions. Facilities outside of Rochester, New York are at various locations throughout the U.S. and Germany and house our regional, branch, and sales offices and data processing centers. These locations are concentrated in metropolitan areas. We believe that adequate, suitable lease space will continue to be available to meet our needs.

Item 3. ***Legal Proceedings***

We are subject to various claims and legal matters that arise in the normal course of our business. These include disputes or potential disputes related to breach of contract, breach of fiduciary duty, employment-related claims, tax claims, and other matters.

Our management currently believes that resolution of outstanding legal matters will not have a material adverse effect on our financial position or results of operations. However, legal matters are subject to inherent uncertainties and there exists the possibility that the ultimate resolution of these matters could have a material adverse impact on the Company’s financial position and the results of operations in the period in which any such effect is recorded.

Item 4. ***Reserved***

PART II

Item 5. ***Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

Our common stock trades on the NASDAQ Global Select Market under the symbol "PAYX." Dividends have historically been paid on our common stock in August, November, February, and May. The level and continuation of future dividends are dependent on our future earnings and cash flows, and are subject to the discretion of the Board of Directors.

As of June 30, 2011, there were 15,344 holders of record of our common stock, which includes registered holders and participants in the Paychex, Inc. Dividend Reinvestment and Stock Purchase Plan. There were also 7,559 participants in the Paychex, Inc. Employee Stock Purchase Plan and 6,019 participants in the Paychex, Inc. Employee Stock Ownership Plan.

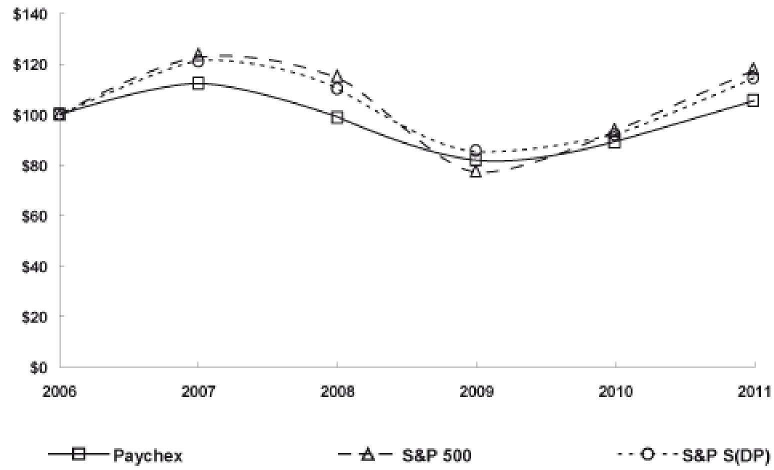
The high and low sale prices for our common stock as reported on the NASDAQ Global Select Market and dividends for fiscal 2011 and fiscal 2010 are as follows:

	Fiscal 2011			Fiscal 2010		
	Sales prices		Cash dividends declared per share	Sales prices		Cash dividends declared per share
	High	Low		High	Low	
First quarter	$ 29.14	$ 24.65	$ 0.31	$ 28.74	$ 23.84	$ 0.31
Second quarter	$ 28.88	$ 25.16	$ 0.31	$ 31.85	$ 27.16	$ 0.31
Third quarter	$ 33.69	$ 28.78	$ 0.31	$ 32.88	$ 28.50	$ 0.31
Fourth quarter	$ 33.91	$ 30.75	$ 0.31	$ 32.82	$ 28.11	$ 0.31

The closing price of our common stock as of May 31, 2011, as reported on the NASDAQ Global Select Market, was $32.30 per share.

The following graph shows a five-year comparison of the total cumulative returns of investing $100 on May 31, 2006, in Paychex common stock, the S&P 500 Index, and the S&P Data Processing and Outsourced Services (the “S&P S(DP)”) Index. We are a participant in the S&P 500 Index, a market group of companies with a larger than average market capitalization. The S&P S(DP) Index includes a representative peer group of companies, and includes Paychex. All comparisons of stock price performance shown assume reinvestment of dividends.

STOCK PRICE PERFORMANCE GRAPH



May 31,	2006	2007	2008	2009	2010	2011
Paychex	100.00	112.35	99.18	82.04	89.43	105.56
S&P 500	100.00	122.80	114.57	77.24	93.44	117.69
S&P S(DP)	100.00	121.38	110.23	85.49	92.31	114.63

There can be no assurance that our stock performance will continue into the future with the same or similar trends depicted in the graph above. We will neither make nor endorse any predictions as to future stock performance.

Item 6. ***Selected Financial Data***

In millions, except per share amounts Year ended May 31,	**2011**	**2010(1)**	**2009**	**2008**	**2007(2)**
Service revenue	$ 2,036.2	$ 1,945.8	$ 2,007.3	$ 1,934.5	$ 1,752.9
Interest on funds held for clients	48.1	55.0	75.5	131.8	134.1
Total revenue	$ 2,084.3	$ 2,000.8	$ 2,082.8	$ 2,066.3	$ 1,887.0
Operating income	$ 786.4	$ 724.8	$ 805.2	$ 828.3	$ 701.5
As a % of total revenue	38%	36%	39%	40%	37%
Net income	$ 515.3	$ 477.0	$ 533.5	$ 576.1	$ 515.4
As a % of total revenue	25%	24%	26%	28%	27%
Diluted earnings per share	$ 1.42	$ 1.32	$ 1.48	$ 1.56	$ 1.35
Cash dividends per common share	$ 1.24	$ 1.24	$ 1.24	$ 1.20	$ 0.79
Purchases of property and equipment	$ 100.5	$ 61.3	$ 64.7	$ 82.3	$ 79.0
Cash and total corporate investments	$ 671.3	$ 656.9	$ 574.7	$ 434.8	$ 1,224.2
Total assets	$ 5,393.8	$ 5,226.3	$ 5,127.4	$ 5,309.8	$ 6,246.5
Total debt	$ —	$ —	$ —	$ —	$ —
Stockholders' equity	$ 1,496.2	$ 1,402.0	$ 1,341.5	$ 1,196.6	$ 1,952.2
Return on stockholders' equity	35%	34%	41%	39%	28%

(1) Includes an expense charge of $18.7 million to increase the litigation reserve.

(2) Includes an expense charge of $38.0 million to increase the litigation reserve.

Item 7. ***Management's Discussion and Analysis of Financial Condition and Results of Operations***

Management's Discussion and Analysis of Financial Condition and Results of Operations reviews the operating results of Paychex, Inc. and its wholly owned subsidiaries ("Paychex," "we," "our," or "us") for each of the three fiscal years ended May 31, 2011 ("fiscal 2011"), May 31, 2010 ("fiscal 2010"), and May 31, 2009 ("fiscal 2009"), and our financial condition as of May 31, 2011. This review should be read in conjunction with the accompanying consolidated financial statements and the related notes to consolidated financial statements contained in Item 8 of this Annual Report on Form 10-K ("Form 10-K") and the "Risk Factors" discussed in Item 1A of this Form 10-K. Forward-looking statements in this review are qualified by the cautionary statement under the heading "Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995" contained at the beginning of Part I of this Form 10-K.

Overview

We are a leading provider of payroll, human resource, and benefits outsourcing solutions for small- to medium-sized businesses. Our Payroll and Human Resource Services offer a portfolio of services and products that allow our clients to meet their diverse payroll and human resource needs. Our payroll services are the foundation of our service portfolio. They are provided through either our core payroll or Major Market Services ("MMS"), which is utilized by clients that have more sophisticated payroll and benefits needs, and include:

- payroll processing;
- payroll tax administration services;
- employee payment services; and
- regulatory compliance services (new-hire reporting and garnishment processing).

In addition to the above, our software-as-a-service option through our MMS platform provides human resource management, employee benefits management, time and attendance systems, online expense reporting, and applicant tracking.

Our Human Resource Services primarily include:

- Paychex HR Solutions, under which we offer our administrative services organization ("ASO") and our professional employer organization ("PEO"). We also offer Paychex HR Essentials, our new ASO product that provides support to our clients over the phone or online to help manage employee-related topics;
- retirement services administration;
- insurance services;
- eServices; and
- other human resource services and products.

We earn revenue mainly through recurring fees for services performed. Service revenue is primarily driven by the number of clients, checks or transactions per client per pay period, and utilization of ancillary services. We also earn interest on funds held for clients between the time of collection from our clients and remittance to the applicable tax or regulatory agencies or client employees. Our business strategy is focused on achieving strong long-term financial performance by providing high-quality, timely, accurate, and affordable services; growing our client base; increasing utilization of our ancillary services; leveraging our technology and operating infrastructure; and expanding our service offerings.

Our financial results for fiscal 2011 reflected year-over-year growth. We continued to see improvement in many of our key business indicators, especially in checks per client. Checks per client increased 2.1% for fiscal 2011, compared to a decline of 2.6% for fiscal 2010. Checks per client began to show year-over-year growth in the three months ending May 31, 2010 with 1.1% growth for that quarter and continued to improve throughout fiscal 2011, reflecting increases of 1.2%, 2.5%, 2.8%, and 2.0% for each of the sequential quarters. Our revenue growth has been modest, as new sales units were relatively flat compared to the prior year, largely due to lack of growth in new business starts.

Our financial results continue to be adversely impacted by the interest rate environment. The equity markets hit a low in March 2009, with interest rates available on high quality financial instruments remaining low since that time. The Federal Funds rate has been at a range of zero to 0.25% since December 2008. Our combined funds held for clients and corporate investment portfolios earned an average rate of return of 1.3% for fiscal 2011, compared to 1.5% for fiscal 2010 and 2.1% for fiscal 2009.

We continue to manage our headcount and expenses while investing in our business, particularly in areas related to selling and servicing our clients, product development, and the technology required to support these areas. We believe these investments are critical to our success. Looking to the future, we continue to focus on investing in our products, people, and service capabilities, positioning ourselves to capitalize on opportunities for long-term growth.

Highlights of our financial results for fiscal 2011 compared to fiscal 2010 are as follows:

- Payroll service revenue increased 2% to $1.4 billion.
- Human Resource Services revenue increased 10% to $597.4 million.
- Interest on funds held for clients decreased 13% to $48.1 million.
- Total revenue increased 4% to $2.1 billion.
- Operating income increased 8% to $786.4 million, and operating income, net of certain items, increased 7% to $738.3 million. Refer to the "Non-GAAP Financial Measure" discussion on page 14 for further information on operating income, net of certain items.
- Operating income for fiscal 2010 reflected an expense charge of $18.7 million to increase the litigation reserve related to the Rapid Payroll court decision, which reduced diluted earnings per share for fiscal 2010 by $0.03 per share.
- Net income and diluted earnings per share increased 8% to $515.3 million and $1.42 per share, respectively.

- Cash flow from operations increased 17% to $715.3 million, primarily related to the increase in net income and fluctuations in operating assets and liabilities.
- Dividends of $448.8 million were paid to stockholders, representing 87% of net income.

During fiscal 2011, we completed the acquisition of two software-as-a-service companies, opening up additional areas of the markets we serve. SurePayroll, Inc. ("SurePayroll"), a provider of payroll processing for small businesses, was acquired on February 8, 2011 for $114.9 million, net of cash acquired. SurePayroll serves small businesses with its easy-to-use, online payroll product and mobile application. This acquisition allows us entry into a new area of the online payroll market, and provides our clients with a mobile self-service alternative. The acquisition of SurePayroll was dilutive to fiscal 2011 by less than $0.01 per share. ePlan Services, Inc. ("ePlan"), a provider of recordkeeping and administrative solutions to the defined contribution marketplace, was acquired on May 3, 2011 for $15.2 million, net of cash acquired. Both entities now operate as wholly owned subsidiaries of Paychex. Our financial results include the results of these entities from their respective dates of acquisition. Neither acquisition is significant to our consolidated financial statements.

Non-GAAP Financial Measure

In addition to reporting operating income, a United States ("U.S.") generally accepted accounting principle ("GAAP") measure, we present operating income, net of certain items, which is a non-GAAP measure. We believe operating income, net of certain items, is an appropriate additional measure, as it is an indicator of our core business operations performance period over period. It is also the basis of the measure used internally for establishing the following year's targets and measuring management's performance in connection with certain performance-based compensation payments and awards. Operating income, net of certain items, excludes interest on funds held for clients and the expense charge in fiscal 2010 to increase the litigation reserve. Interest on funds held for clients is an adjustment to operating income due to the volatility of interest rates, which are not within the control of management. The expense charge to increase the litigation reserve is also an adjustment to operating income due to its unusual and infrequent nature. It is outside the normal course of our operations and obscures the comparability of performance period over period. Operating income, net of certain items, is not calculated through the application of GAAP and is not the required form of disclosure by the Securities and Exchange Commission. As such, it should not be considered as a substitute for the GAAP measure of operating income and, therefore, should not be used in isolation, but in conjunction with the GAAP measure. The use of any non-GAAP measure may produce results that vary from the GAAP measure and may not be comparable to a similarly defined non-GAAP measure used by other companies. Operating income, net of certain items, increased 7% to $738.3 million for fiscal 2011, compared to $688.5 million for fiscal 2010 and $729.7 million for fiscal 2009.

Business Outlook

Our client base was approximately 564,000 clients as of May 31, 2011, compared to approximately 536,000 clients as of May 31, 2010, and approximately 554,000 clients as of May 31, 2009. Our client base increased 5.2% for fiscal 2011, compared to declines of 3.2% for fiscal 2010 and 3.1% for fiscal 2009. Excluding the impact of 33,000 SurePayroll clients, our client base would have declined 0.9% for fiscal 2011. This reduction reflects the impact of lack of growth in new business starts on our client base, as our new sales units were relatively flat compared to fiscal 2010. On a positive note, our sales to clients who previously utilized the services of local and regional competitors improved for fiscal 2011.

For fiscal 2011, payroll services client retention was approximately 79% of our beginning client base, a two percentage point improvement over the prior year, as clients lost decreased 9% for fiscal 2011 compared to fiscal 2010. The decrease in client losses was largely attributable to fewer clients going out of business or having no employees for fiscal 2011 compared to fiscal 2010. In addition, we lost fewer clients to local and regional competitors for fiscal 2011. Through our focus on providing high-quality service to our customers to maximize client retention, we received the highest client satisfaction results in the past several years.

Ancillary services effectively leverage payroll processing data and, therefore, are beneficial to our operating margin. The following statistics demonstrate the growth in our ancillary service offerings:

As of May 31,	2011	2010	2009
Paychex HR Solutions client employees(1)	567,000	502,000	453,000
Paychex HR Solutions clients(1)	21,000	19,000	18,000
Insurance services clients(2)	100,000	92,000	86,000
Health and benefits services applicants	99,000	80,000	58,000
Retirement services clients(3)	57,000	51,000	50,000

(1) Includes Paychex HR Essentials as of May 31, 2011.

(2) Includes workers' compensation insurance services clients and health and benefits services clients.

(3) Includes ePlan clients as of May 31, 2011.

Continued investment in our business is critical to our success. In fiscal 2011, we made investments in our sales force and product development. Our sales force increased 2% to 2,380 sales representatives for fiscal 2011, and is expected to grow 1% to 2,400 sales representatives for the fiscal year ending May 31, 2012 ("fiscal 2012"). This growth is driven primarily by increases in insurance services and other Human Resource Services offerings.

We have continued to expand our enhanced payroll processing platform to include additional service offerings. This new platform allows us to leverage efficiencies in our processes and continue to provide excellent customer service to our clients. Our enhanced platform has led to improved productivity within our operations, contributing to the increase in our operating income, net of certain items, as a percentage of service revenue to 36.3% for fiscal 2011, compared to 35.4% for the prior year.

Over the next few years, we will continue to invest in our product development, as we believe it is critical to our success. We have introduced new product offerings to add value for our clients. In fiscal 2011, we introduced Paychex HR Essentials, an ASO offering that provides support to our clients over the phone or online to help manage employee-related topics. We also introduced Paychex SmartTimetm time clocks for small businesses. This self-contained system offers small businesses an economical, easy-to-use time and attendance solution that automatically collects and calculates employee hours, and integrates with Paychex payroll.

We continued the expansion of our insurance services nationwide, simplifying the process required to obtain coverage through our network of national and regional insurers. We now service over 100,000 clients through our subsidiary, Paychex Insurance Agency, Inc. We believe insurance services is an area that continues to offer significant opportunities for future growth.

We strengthened our position as an expert in our industry by serving as a source of education and information to clients and other interested parties. We provide free webinars, white papers, and other information on our website to aid existing and prospective clients with the impact of regulatory changes. In addition, the Paychex Insurance Agency, Inc. website, www.paychexinsurance.com, helps small business owners navigate the area of insurance coverage.

Financial position and liquidity

The volatility in the global financial markets that began in September 2008 continues to curtail available liquidity and limit investment choices. Despite this macroeconomic environment, as of May 31, 2011, our financial position remained strong with cash and total corporate investments of $671.3 million and no debt.

Our investment strategy focuses on optimizing liquidity and protecting principal. Yields on high quality financial instruments remain low, negatively impacting our income earned on funds held for clients and corporate investments. We invest predominately in municipal bonds — general obligation bonds; pre-refunded bonds, which are secured by a U.S. government escrow; and essential services revenue bonds. Our primary short-term investment vehicle has been U.S. agency discount notes. Starting in November 2009, we began to invest in select A-1/P-1-rated variable rate demand notes ("VRDNs") and have gradually increased our investment in VRDNs to $828.3 million as of May 31, 2011. During fiscal 2011, we earned an after-tax rate of approximately 0.23% for VRDNs compared to approximately 0.06% for U.S. agency discount notes.

We invest primarily in high credit quality securities with AAA and AA ratings and short-term securities with A-1/P-1 ratings. We limit the amounts that can be invested in any single issuer and invest in short- to intermediate-term instruments whose fair value is less sensitive to interest rate changes. We believe that our investments as of May 31, 2011 were not other-than-temporarily impaired, nor has any event occurred subsequent to that date that would indicate any other-than-temporary impairment. All investments held as of May 31, 2011 were traded in active markets.

Our primary source of cash is our ongoing operations. Cash flow from operations was $715.3 million for fiscal 2011. Historically, we have funded our operations, capital purchases, business acquisitions, and dividend payments from our operating activities. Our positive cash flows in fiscal 2011 allowed us to support our business growth and to pay substantial dividends to our stockholders. During fiscal 2011, dividends paid to stockholders were 87% of net income. It is anticipated that cash and total corporate investments as of May 31, 2011, along with projected operating cash flows, will support our normal business operations, capital purchases, and dividend payments for the foreseeable future.

For further analysis of our results of operations for fiscal years 2011, 2010, and 2009, and our financial position as of May 31, 2011, refer to the tables and analysis in the "Results of Operations" and "Liquidity and Capital Resources" sections of this Item 7 and the discussion in the "Critical Accounting Policies" section of this Item 7.

Outlook

Our outlook for fiscal 2012 is based upon current economic and interest rate conditions continuing with no significant changes. Consistent with our policy regarding guidance, our projections do not anticipate or speculate on future changes to interest rates. Our fiscal 2012 guidance reflects anticipated results for SurePayroll and ePlan. The anticipated service revenue impact is approximately 2% and the earnings dilution is expected to be approximately $0.01 per share, mainly due to amortization of acquired intangible assets. Our fiscal 2012 guidance is as follows:

	Low		High
Payroll service revenue	5%	—	7%
Human Resource Services revenue	12%	—	15%
Total service revenue	7%	—	9%
Interest on funds held for clients	(14)%	—	(12)%
Investment income, net	—	—	2%
Net income	5%	—	7%

Operating income, net of certain items, as a percentage of service revenue is expected to range from 35% to 36% for fiscal 2012. The effective income tax rate is expected to approximate 35% for fiscal 2012.

Interest on funds held for clients and investment income for fiscal 2012 are expected to be impacted by the continuing low-interest-rate environment. The average rate of return on our combined funds held for clients and corporate investment portfolios is expected to be 1.2% for fiscal 2012. As of May 31, 2011, the long-term investment portfolio had an average yield-to-maturity of 2.6% and an average duration of 2.4 years. In the next twelve months, slightly more than 20% of this portfolio will mature, and it is currently anticipated that these proceeds will be reinvested at a lower average interest rate of approximately 1.0%. Investment income is expected to benefit from ongoing investment of cash generated from operations, though at a lower growth rate as a result of cash outlays in fiscal 2011 for business acquisitions.

Under normal financial market conditions, the impact to our earnings from a 25-basis-point increase or decrease in short-term interest rates would be in the range of $3.5 million to $4.0 million, after taxes, for a twelve-month period. Such a basis point change may or may not be tied to changes in the Federal Funds rate.

Purchases of property and equipment for fiscal 2012 are expected to be in the range of $90 million to $95 million. This includes costs for internally developed software as we continue to invest in our product development. Fiscal 2012 depreciation expense is projected to be in the range of $75 million to $80 million, and we project amortization of intangible assets for fiscal 2012 to be in the range of $20 million to $25 million. Intangible assets acquired from SurePayroll and ePlan are expected to increase amortization expense for fiscal 2012, partially offset by the impact of fully amortized intangibles.

Results of Operations

Summary of Results of Operations for the Fiscal Years Ended May 31:

In millions, except per share amounts	2011	Change	2010	Change	2009
Revenue:					
Payroll service revenue	$ 1,438.8	2%	$ 1,404.9	(5)%	$ 1,483.7
Human Resource Services revenue	597.4	10%	540.9	3%	523.6
Total service revenue	2,036.2	5%	1,945.8	(3)%	2,007.3
Interest on funds held for clients	48.1	(13)%	55.0	(27)%	75.5
Total revenue	**2,084.3**	**4%**	**2,000.8**	**(4)%**	**2,082.8**
Combined operating and SG&A expenses	1,297.9	2%	1,276.0	—	1,277.6
Operating income	**786.4**	**8%**	**724.8**	**(10)%**	**805.2**
As a % of total revenue	38%		36%		39%
Investment income, net	5.8	29%	4.5	(34)%	6.9
Income before income taxes	**792.2**	**9%**	**729.3**	**(10)%**	**812.1**
As a % of total revenue	38%		36%		39%
Income taxes	276.9	10%	252.3	(9)%	278.6
Effective income tax rate	35.0%		34.6%		34.3%
Net income	**$ 515.3**	**8%**	**$ 477.0**	**(11)%**	**$ 533.5**
As a % of total revenue	25%		24%		26%
Diluted earnings per share	**$ 1.42**	**8%**	**$ 1.32**	**(11)%**	**$ 1.48**

We invest in highly liquid, investment-grade fixed income securities and do not utilize derivative instruments to manage interest rate risk. As of May 31, 2011, we had no exposure to high-risk or illiquid investments. Details regarding our combined funds held for clients and corporate investment portfolios are as follows:

	Year ended May 31,		
$ in millions	2011	2010	2009
Average investment balances:			
Funds held for clients	$ 3,350.3	$ 3,167.9	$ 3,323.3
Corporate investments	662.4	653.8	538.2
Total	$ 4,012.7	$ 3,821.7	$ 3,861.5
Average interest rates earned (exclusive of net realized gains):			
Funds held for clients	1.4%	1.6%	2.2%
Corporate investments	0.9%	0.8%	1.4%
Combined funds held for clients and corporate investments	1.3%	1.5%	2.1%
Net realized gains:			
Funds held for clients	$ 1.3	$ 3.2	$ 1.1
Corporate investments	—	—	—
Total	$ 1.3	$ 3.2	$ 1.1

$ in millions As of May 31,	2011	2010	2009
Net unrealized gains on available-for-sale securities(1)	$ 59.3	$ 66.6	$ 66.7
Federal Funds rate(2)	0.25%	0.25%	0.25%
Three-year “AAA” municipal securities yield	0.80%	0.99%	1.35%
Total fair value of available-for-sale securities	$2,737.2	$2,151.8	$1,780.9
Weighted-average duration of available-for-sale securities in years(3)	2.4	2.5	2.5
Weighted-average yield-to-maturity of available-for-sale securities(3)	2.6%	2.9%	3.3%

(1) The net unrealized gain of our investment portfolios was approximately $57.5 million as of July 11, 2011.

(2) The Federal Funds rate was a range of zero to 0.25% as of May 31, 2011, May 31, 2010, and May 31, 2009.

(3) These items exclude the impact of VRDNs held as of May 31, 2011 and May 31, 2010, as they are tied to short-term interest rates. We did not hold any VRDNs as of May 31, 2009.

Payroll service revenue: Payroll service revenue increased 2% to $1.4 billion for fiscal 2011, compared to a 5% decline for fiscal 2010. Fiscal 2011 revenue benefited from an increase in checks per client and revenue per check. Checks per client increased 2.1% for fiscal 2011 compared to fiscal 2010. Revenue per check was positively impacted by lower discounting within our overall client base and price increases. Our client base, excluding the impact of SurePayroll, declined 0.9% during fiscal 2011. This was largely attributable to the adverse impact on the sales of new units from lack of growth in new business starts. Client retention improved for fiscal 2011, with client losses that were 9% lower than for fiscal 2010, largely a result of fewer clients going out of business or having no employees. In addition, fiscal 2011 new sales units and client losses related to local and regional competitors improved compared to the prior year.

The decrease in payroll service revenue for fiscal 2010 was as a result of the cumulative adverse effects of weak economic conditions on our client base and check volume. Our client base decreased 3.2% during fiscal 2010 and checks per client decreased 2.6% for fiscal 2010 compared to fiscal 2009.

Human Resource Services revenue: Human Resource Services revenue increased 10% for fiscal 2011 and 3% for fiscal 2010 to $597.4 million and $540.9 million, respectively. Human Resource Services revenue growth for both fiscal 2011 and fiscal 2010 was impacted by the revenue earned from Stromberg time and attendance operations (“Stromberg”), an immaterial component of Paychex, prior to its sale in October 2009. In addition, retirement services revenue growth for fiscal 2010 was impacted by billings in fiscal 2009 related to restatements of clients’ retirement plans required by statute, which are not expected to recur for approximately six years. This favorably impacted retirement services revenue growth for fiscal 2009 by $12.4 million and did not recur in fiscal 2010. Excluding the impact of Stromberg in both fiscal 2011 and fiscal 2010, and the impact of retirement plan restatement billings for fiscal 2010, Human Resource Services revenue growth would have been as follows:

% Change	2011	2010
Human Resource Services revenue, as reported	10%	3%
Human Resource Services revenue excluding Stromberg revenue and retirement plan restatement billings	12%	8%

This growth was generated from the following:

$ in billions As of May 31,	2011	Change	2010	Change	2009
Paychex HR Solutions client employees(1)	567,000	13%	502,000	11%	453,000
Paychex HR Solutions clients(1)	21,000	9%	19,000	8%	18,000
Insurance services clients(2)	100,000	8%	92,000	7%	86,000
Health and benefits services applicants	99,000	23%	80,000	38%	58,000
Retirement services clients(3)	57,000	12%	51,000	3%	50,000
Asset value of retirement services client employees' funds(3)	$ 15.3	35%	$ 11.3	33%	$ 8.5

(1) Includes Paychex HR Essentials as of May 31, 2011.

(2) Includes workers' compensation insurance services clients and health and benefits services clients.

(3) Includes ePlan as of May 31, 2011. Excluding ePlan clients, retirement services clients would have increased 5% for fiscal 2011.

Human Resource Services revenue growth for fiscal 2011 reflects modest improvements in economic conditions, the client growth noted above, and price increases. Paychex HR Solutions revenue for fiscal 2011 was positively impacted by increases in both clients and client employees. Contributing to this growth in clients and client employees is our new product offering, Paychex HR Essentials. Growth in certain products that are primarily beneficial to our MMS clients contributed positively to Human Resource Services revenue growth for both fiscal 2011 and fiscal 2010. Also, insurance services revenue continued to grow as a result of increases in both health and benefits services and workers' compensation insurance services revenue. Health and benefits services revenue continued its accelerated growth since inception, increasing 29% for fiscal 2011 and 49% for fiscal 2010, driven primarily by the number of applicants.

Somewhat offsetting these positive factors, fluctuations in our PEO revenue had an adverse impact on Human Resource Services revenue growth for fiscal 2011. PEO net service revenue is more variable quarter to quarter than our other revenue streams due to fluctuations in adding and retaining client employees as healthcare rates change.

For fiscal 2010, client growth as noted above positively impacted Human Resource Services Revenue; however, the rates of growth were adversely affected by the cumulative impact of weak economic conditions on our client base. This particularly affected retirement services, although client growth for retirement services rebounded somewhat late in fiscal 2010 as client losses improved compared to the prior year.

In fiscal 2011 and fiscal 2010, the 35% and 33% increases in the asset value of retirement services client employees' funds were driven by recovery in the financial markets and increased levels of larger plans converting to Paychex. For both fiscal 2011 and fiscal 2010, retirement services revenue growth was adversely impacted by a shift in the mix of assets in the retirement services client employees' funds to investments earning lower fees from external fund managers.

Total service revenue: Total service revenue increased 5% for fiscal 2011 and declined 3% for fiscal 2010, attributable to the factors previously discussed.

Interest on funds held for clients: The decrease of 13% in interest on funds held for clients for fiscal 2011 compared to fiscal 2010 was the result of lower average interest rates earned, offset somewhat by an increase in average investment balances. The decrease of 27% in interest on funds held for clients for fiscal 2010 compared to fiscal 2009 was the result of lower average interest rates earned and lower average investment balances, offset somewhat by higher net realized gains on sales of available-for-sale securities.

Average investment balances for funds held for clients increased 6% for fiscal 2011 and decreased 5% for fiscal 2010. The increase in average investment balances for fiscal 2011 was the result of increases in state unemployment insurance rates for the 2011 calendar year and the increase in checks per client, offset somewhat by the lingering effects of the difficult economic conditions on our client base. The decline in average investment balances for fiscal 2010 was the result of the cumulative adverse effect of weak economic conditions on our client base and lower tax withholdings for client employees resulting from the American Recovery and Reinvestment Act of 2009 (the "economic stimulus package"). In the second half of fiscal 2010, the impact of these factors was partially offset by increases in state unemployment insurance rates for the 2010 calendar year. The economic stimulus package went into effect in April 2009, and its impact on year-over-year comparisons of average investment balances had abated in the fourth quarter of fiscal 2010. This factor, along with the increases in state unemployment insurance rates, resulted in average investment balances for funds held for clients growing 3% for the fourth quarter of fiscal 2010 compared to the same period in fiscal 2009.

Refer to the "Market Risk Factors" section, contained in Item 7A of this Form 10-K, for more information on changing interest rates.

Combined operating and SG&A expenses: The following table summarizes total combined operating and selling, general and administrative ("SG&A") expenses for fiscal years:

In millions	2011	Change	2010	Change	2009
Compensation-related expenses	$ 877.7	3%	$ 854.9	(1)%	$ 860.8
Facilities expenses	60.0	(1)%	60.4	1%	59.6
Depreciation and amortization	88.7	3%	86.5	1%	85.8
Other expenses	271.5	6%	255.5	(6)%	271.4
	1,297.9	3%	1,257.3	(2)%	1,277.6
Expense charge to increase the litigation reserve	—	(100)%	18.7	100%	—
Total operating and SG&A expenses	$ 1,297.9	2%	$ 1,276.0	—	$ 1,277.6

During fiscal 2010, we recorded an expense charge of $18.7 million to increase our litigation reserve. Refer to Note M of the Notes to Consolidated Financial Statements, contained in Item 8 of this Form 10-K, for additional information on legal matters.

Excluding the aforementioned $18.7 million expense charge, combined operating and SG&A expenses increased 3% for fiscal 2011 and decreased 2% for fiscal 2010. The increase for fiscal 2011 was primarily driven by personnel-related costs, in part due to reinstatement of salary increases and 401(k) match as indicated below. In addition, we continued to invest in our product development and supporting technology. Improvements in productivity with related lower headcount in operations have moderated this increase. Fiscal 2011 compensation-related expenses include one-time costs related to the separation agreement entered into during the three months ended August 31, 2010 with Jonathan J. Judge, our former President and Chief Executive Officer. Expenses of SurePayroll and ePlan, which are included in our results since their respective acquisition dates, further impacted the growth in operating and SG&A expenses.

The decline in combined operating and SG&A expenses for fiscal 2010 was generated from cost control measures and lower headcount, offset slightly by costs related to continued investment in our sales force, customer service, and product development and supporting technology. In fiscal 2010, we saved approximately $30.0 million from a freeze on salary increases and providing no matching contributions to our 401(k) plan. We reinstituted salary increases beginning March 1, 2010 and reinstated a 401(k) match effective January 1, 2011.

As of May 31, 2011, we had approximately 12,400 employees compared with approximately 12,200 employees as of May 31, 2010 and 12,500 employees as of May 31, 2009.

Depreciation expense is primarily related to buildings, furniture and fixtures, data processing equipment, and software. Increases in depreciation expense were due to capital expenditures as we invested in technology and continued to grow our business. Amortization of intangible assets is primarily related to client list acquisitions, which are amortized using either straight-line or accelerated methods. Depreciation and amortization increased in fiscal 2011 due to the acquisitions of SurePayroll and ePlan. Other expenses include items such as delivery, forms and supplies, communications, travel and entertainment, professional services, and other costs incurred to support our business. The increase in other expenses for fiscal 2011 was primarily attributable to the largely fourth quarter impact from our two acquisitions.

Operating income: Operating income increased 8% for fiscal 2011 and declined 10% for fiscal 2010. The fluctuations in operating income were attributable to the factors previously discussed.

Operating income, net of certain items, is as follows for fiscal years:

In millions	2011	Change	2010	Change	2009
Operating income	$ 786.4	8%	$ 724.8	(10)%	$ 805.2
Excluding:					
Interest on funds held for clients	(48.1)	(13)%	(55.0)	(27)%	(75.5)
Expense charge to increase the litigation reserve	—	(100)%	18.7	100%	—
Operating income, net of certain items	$ 738.3	7%	$ 688.5	(6)%	$ 729.7
Operating income, net of certain items, as a % of total service revenue	36.3%		35.4%		36.4%

Refer to the previous discussion of operating income, net of certain items, in the "Non-GAAP Financial Measure" section on page 14.

Investment income, net: Investment income, net, primarily represents earnings from our cash and cash equivalents and investments in available-for-sale securities. Investment income does not include interest on funds held for clients, which is included in total revenue. The increase of 29% in investment income for fiscal 2011 compared to fiscal 2010 was the result of higher average invested balances and a slight increase in average interest rates earned. The 1% increase in average investment balances for fiscal 2011 was the result of investment of cash generated from operations, partially offset by cash utilized to fund the acquisitions of SurePayroll and ePlan during the second half of fiscal 2011. The increase in average interest rates earned on corporate investments was primarily driven by higher yields on funds invested into our longer-term investment portfolio compared to the prior year. The decrease of 34% in investment income for fiscal 2010 compared to fiscal 2009 was the result of lower average interest rates earned offset somewhat by higher average investment balances resulting from investment of cash generated from operations.

Income taxes: Our effective income tax rate was 35.0% for fiscal 2011, compared to 34.6% for fiscal 2010, and 34.3% for fiscal 2009. The increase in our effective tax rate for fiscal 2011 was primarily attributable to lower tax-exempt income on available-for-sale securities during fiscal 2011 compared to fiscal 2010. The increase in our effective income tax rate for fiscal 2010 was primarily the result of higher state income tax rates from state legislative changes. Refer to Note I of the Notes to Consolidated Financial Statements, contained in Item 8 of this Form 10-K, for additional disclosures on income taxes.

Net income and earnings per share: Net income increased 8% to $515.3 million for fiscal 2011 and decreased 11% to $477.0 million for fiscal 2010. Diluted earnings per share increased 8% to 1.42 per share for fiscal 2011 and decreased 11% to $1.32 per share for fiscal 2010. These fluctuations were attributable to the factors previously discussed. In particular, the $18.7 million expense charge to increase the litigation reserve reduced diluted earnings per share by $0.03 per share for fiscal 2010. Combined interest on funds held for clients and corporate investment income for fiscal 2010 decreased 28% or $22.8 million, reducing diluted earnings per share by $0.04 per share.

Liquidity and Capital Resources

The volatility in the global financial markets that began in September 2008 continues to curtail available liquidity and limit investment choices. Despite this macroeconomic environment, our financial position as of May 31, 2011 remained strong with cash and total corporate investments of $671.3 million and no debt. We also believe that our investments as of May 31, 2011 were not other-than-temporarily impaired, nor has any event occurred subsequent to that date that would indicate any other-than-temporary impairment. We anticipate that cash and total corporate investments as of May 31, 2011, along with projected operating cash flows will support our normal business operations, capital purchases, and dividend payments for the foreseeable future.

Commitments and Contractual Obligations

Lines of credit: As of May 31, 2011, we had unused borrowing capacity available under four uncommitted, secured, short-term lines of credit at market rates of interest with financial institutions as follows:

Financial institution	Amount available	Expiration date
JP Morgan Chase Bank, N.A.	$ 350 million	February 2012
Bank of America, N.A.	$ 250 million	February 2012
PNC Bank, National Association	$ 150 million	February 2012
Wells Fargo Bank, National Association	$ 150 million	February 2012

Our credit facilities are evidenced by promissory notes and are secured by separate pledge security agreements by and between Paychex and each of the financial institutions (the "Lenders"), pursuant to which we have granted each of the Lenders a security interest in certain of our investment securities accounts. The collateral is maintained in a pooled custody account pursuant to the terms of a control agreement and is to be administered under an intercreditor agreement among the Lenders. Under certain circumstances, individual Lenders may require that collateral be transferred from the pooled account into segregated accounts for the benefit of such individual Lenders.

The primary uses of the lines of credit would be to meet short-term funding requirements related to deposit account overdrafts and client fund obligations arising from electronic payment transactions on behalf of our clients in the ordinary course of business, if necessary. No amounts were outstanding against these lines of credit during fiscal 2011 or as of May 31, 2011.

JP Morgan Chase Bank, N.A. and Bank of America, N.A. are also parties to our irrevocable standby letters of credit, which are discussed below.

Letters of credit: As of May 31, 2011, we had irrevocable standby letters of credit outstanding totaling $47.4 million, required to secure commitments for certain of our insurance policies. The letters of credit expire at various dates between July 2011 and December 2011, and are collateralized by securities held in our investment portfolios. No amounts were outstanding on these letters of credit during fiscal 2011 or as of May 31, 2011. Subsequent to May 31, 2011, the letter of credit expiring in July 2011 was renewed and will expire in July 2012.

Other commitments: We have entered into various operating leases and purchase obligations that, under GAAP, are not reflected on the Consolidated Balance Sheets as of May 31, 2011. The table below summarizes our estimated annual payment obligations under these commitments as of May 31, 2011:

	Payments due by period				
In millions	Total	Less than 1 year	1-3 years	4-5 years	More than 5 years
Operating leases(1)	$ 150.0	$ 39.4	$ 56.6	$ 33.5	$ 20.5
Purchase obligations(2)	72.4	44.2	21.3	5.8	1.1
Total	$ 222.4	$ 83.6	$ 77.9	$ 39.3	$ 21.6

(1) Operating leases are primarily for office space and equipment used in our branch operations.

(2) Purchase obligations include our estimate of the minimum outstanding commitments under purchase orders to buy goods and services and legally binding contractual arrangements with future payment obligations. Included in the total purchase obligations is $6.0 million of commitments to purchase capital assets. Amounts actually paid under certain of these arrangements may be higher due to variable components of these agreements.

The liability for uncertain tax positions was approximately $34.4 million as of May 31, 2011. Refer to Note I of the Notes to Consolidated Financial Statements, contained in Item 8 of this Form 10-K, for more information on income taxes. We are not able to reasonably estimate the timing of future cash flows related to this liability and have excluded it from the table above. We are currently under a state income tax audit for the fiscal years ended May 31, 2004 through 2009. On July 14, 2010, we received a summary of proposed tax adjustments from the New York State Department of Taxation and Finance, which was in excess of the reserve recorded as of May 31, 2011. The outcome of the audit and the timing of settlement, if any, are subject to significant uncertainty. It is not possible to reasonably estimate the impact, if any, if resolution is ultimately unfavorable to us.

Certain deferred compensation plan obligations and other long-term liabilities amounting to $52.1 million are excluded from the table above because the timing of actual payments cannot be specifically or reasonably determined due to the variability in assumptions required to project the timing of future payments.

Advantage Payroll Services Inc. (“Advantage”) has license agreements with independently owned associate offices (“Associates”), which are responsible for selling and marketing Advantage payroll services and performing certain operational functions, while Paychex and Advantage provide all centralized back-office payroll processing and payroll tax administration services. Under these arrangements, Advantage pays the Associates commissions based on processing activity for the related clients. When we acquired Advantage, there were fifteen Associates. Over the past few years, some arrangements with various Associates have been discontinued, and there are currently fewer than ten Associates. Since the actual amounts of future payments are uncertain, obligations under these arrangements are not included in the table above. Commission expense for the Associates for fiscal years 2011, 2010, and 2009 was $10.4 million, $9.9 million, and $12.3 million, respectively.

In the normal course of business, we make representations and warranties that guarantee the performance of services under service arrangements with clients. Historically, there have been no material losses related to such guarantees. In addition, we have entered into indemnification agreements with our officers and directors, which require us to defend and, if necessary, indemnify these individuals for certain pending or future legal claims as they relate to their services provided to us. We guarantee performance of service on annual maintenance contracts for clients who financed their service contracts through a third party.

We currently self-insure the deductible portion of various insured exposures under certain employee benefit plans. Our estimated loss exposure under these insurance arrangements is recorded in other current liabilities on our Consolidated Balance Sheets. Historically, the amounts accrued have not been material. We also maintain insurance coverage in addition to our purchased primary insurance policies for gap coverage for employment practices liability, errors and omissions, warranty liability, theft and embezzlement, and acts of terrorism; and capacity for deductibles and self-insured retentions through our captive insurance company.

Off-Balance Sheet Arrangements

As part of our ongoing business, we do not participate in transactions with unconsolidated entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other limited purposes. We do maintain investments as a limited partner in low-income housing projects that are not considered part of our ongoing operations. These investments are accounted for under the equity method of accounting and are less than 1% of our total assets as of May 31, 2011.

Operating Cash Flow Activities

	Year ended May 31,		
In millions	**2011**	**2010**	**2009**
Net income	$ 515.3	$ 477.0	$ 533.5
Non-cash adjustments to net income	166.5	161.3	134.4
Cash provided by/(used in) changes in operating assets and liabilities	33.5	(27.4)	20.9
Net cash provided by operating activities	$ 715.3	$ 610.9	$ 688.8

The increase in our operating cash flows for fiscal 2011 resulted mainly from an increase in net income and fluctuations in operating assets and liabilities. The decrease in our operating cash flows for fiscal 2010 related primarily to lower net income adjusted for non-cash items and changes in operating assets and liabilities. The increase in non-cash adjustments to net income in fiscal 2010 is primarily due to the $18.7 million expense charge to increase the litigation reserve, partially offset by the related increase in deferred tax benefit. The fluctuations in our operating assets and liabilities between periods for both fiscal 2011 and fiscal 2010 were primarily related to the timing of collections from clients and payments for compensation, PEO payroll, income tax, and other liabilities.

Investing Cash Flow Activities

In millions	Year ended May 31, 2011	2010	2009
Net change in funds held for clients and corporate investment activities	$ (179.8)	$ (341.2)	$ 491.4
Purchases of property and equipment, net of proceeds from the sale of property and equipment	(100.5)	(61.3)	(64.1)
(Acquisition)/sale of businesses	(126.4)	13.1	(6.4)
Purchases of other assets	(2.8)	(11.9)	(16.4)
Net cash (used in)/provided by investing activities	$ (409.5)	$ (401.3)	$ 404.5

Funds held for clients and corporate investments: Funds held for clients consist of short-term funds and available-for-sale securities. Corporate investments are primarily comprised of available-for-sale securities. The portfolio of funds held for clients and corporate investments is detailed in Note E of the Notes to Consolidated Financial Statements, contained in Item 8 of this Form 10-K.

The fluctuations in the net change in funds held for clients and corporate investment activities reflect the changing mix of investments. As a result of volatility in the financial markets, in September 2008 we divested of any VRDN securities held and began to utilize U.S. agency discount notes as our primary short-term investment vehicle. U.S. agency discount notes are cash equivalents. VRDNs, although priced and traded as short-term securities, are classified as available-for-sale securities and the cash paid and proceeds received for these securities are included in investing activities. As a result of the divestiture, the proceeds from sales of available-for-sale securities exceeded the purchases of available-for-sale securities in fiscal 2009. Much of these proceeds were held as cash equivalents in the funds held for clients' portfolio. In November 2009, we began to again invest in select A-1/P-1-rated VRDNs, although at considerably lower levels than in the prior year. We utilized some of our cash equivalents to purchase these VRDNs, and in fiscal 2010 these purchases of available-for-sale securities were in excess of funds received from any sales of available-for-sale securities. Also in fiscal 2010, more corporate funds have been invested in longer-term municipal bonds. In fiscal 2011, we continued to increase our investment in VRDNs and the amounts of purchases and sales for available-for-sale securities increased. However, partially offsetting this impact was the related liquidation of cash equivalents and the impact on cash equivalents from timing within the funds held for clients' portfolio of remittances versus collections. See further discussion of this timing in the financing cash flows discussion of net change in client fund obligations.

In general, fluctuations in net funds held for clients and corporate investment activities primarily relate to timing of purchases, sales, or maturities of investments. The amount of funds held for clients will vary based upon the timing of collection of client funds, and the related remittance of funds to applicable tax or regulatory agencies for payroll tax administration services and to employees of clients utilizing employee payment services. Additional discussion of interest rates and related risks is included in the "Market Risk Factors" section, contained in Item 7A of this Form 10-K.

Purchases of long-lived assets: To support our continued client and ancillary product growth, purchases of property and equipment were made for data processing equipment and software, and for the expansion and upgrade of various operating facilities. During fiscal years 2011, 2010, and 2009, we purchased approximately $5.7 million, $3.2 million, and $4.5 million, respectively, of data processing equipment and software from EMC Corporation. The Chairman, President, and Chief Executive Officer of EMC Corporation is a member of our Board of Directors (the "Board").

During fiscal 2011, we paid $126.4 million for the acquisitions of SurePayroll and ePlan. During fiscal 2010, we received $13.1 million from the sale of Stromberg, an immaterial component of the Company. The purchases of other assets were for customer lists.

Financing Cash Flow Activities

In millions, except per share amounts	Year ended May 31, 2011	2010	2009
Net change in client fund obligations	$ (34.9)	$ 42.3	$ (346.0)
Dividends paid	(448.8)	(448.6)	(447.7)
Proceeds from exercise and excess tax benefit related to stock-based awards	12.6	8.2	9.0
Net cash used in financing activities	$ (471.1)	$ (398.1)	$ (784.7)
Cash dividends per common share	$ 1.24	$ 1.24	$ 1.24

Net change in client fund obligations: The client fund obligations liability will vary based on the timing of collecting client funds, and the related required remittance of funds to applicable tax or regulatory agencies for payroll tax administration services and to employees of clients utilizing employee payment services. Collections from clients are typically remitted from one to 30 days after receipt, with some items extending to 90 days. The outflow of funds for fiscal 2011 as compared to fiscal 2010 is the result of timing of collections and remittances surrounding the Federal holiday on May 31, 2010, offset by an increase in client fund obligations for higher withholdings for state unemployment insurance related to rate increases for calendar year 2011. As a result of May 31, 2010 being a Federal holiday, client fund obligations were higher as collections were made on Friday, May 28, 2010 that were not remitted to client employees and tax or regulatory agencies until June 2010. This resulted in a positive cash flow impact for fiscal 2010. Also, for fiscal 2010 there was an increase in client fund obligations as a result of higher withholdings for state unemployment insurance related to rate increases for the 2010 calendar year. May 31, 2011 did not fall on a Federal holiday, so we did not have the same level of client fund holdings at the end of fiscal 2011.

Dividends paid: A quarterly dividend of $0.31 per share was paid to stockholders of record during fiscal years 2011, 2010, and 2009. The dividends paid as a percentage of net income totaled 87%, 94%, and 84% for those respective fiscal years. The payment of future dividends is dependent on our future earnings and cash flow and is subject to the discretion of our Board.

Exercise of stock options: Proceeds from exercise and excess tax benefit related to stock-based awards increased for fiscal 2011 and decreased for fiscal 2010 as compared to the respective prior years. Common shares acquired through exercise of stock options were 0.4 million shares for each of fiscal years 2011, 2010, and 2009. The increase for fiscal 2011 was the result of a higher average exercise price than for fiscal 2010. Refer to Note D of the Notes to Consolidated Financial Statements, contained in Item 8 of this Form 10-K, for additional disclosures on our stock-based compensation incentive plans.

Other

Recently adopted accounting pronouncements: Refer to Note A of the Notes to Consolidated Financial Statements, contained in Item 8 of this Form 10-K, for a discussion of recently adopted accounting pronouncements.

Recently issued accounting pronouncements: At this time, we do not anticipate that recently issued accounting guidance that has not yet been adopted will have a material impact on our consolidated financial statements. Refer to Note A of the Notes to Consolidated Financial Statements, contained in Item 8 of this Form 10-K, for a discussion of recently issued accounting pronouncements.

Critical Accounting Policies

Note A of the Notes to Consolidated Financial Statements, contained in Item 8 of this Form 10-K, discusses the significant accounting policies of Paychex. Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us to make estimates, judgments, and assumptions that affect reported amounts of assets, liabilities, revenue, and expenses. On an ongoing basis, we evaluate the accounting policies and estimates used to prepare the consolidated financial statements. We base our estimates on historical experience, future expectations, and assumptions believed to be reasonable under current facts and circumstances. Actual amounts and results could differ from these estimates. Certain accounting policies that are deemed critical to our results of operations or financial position are discussed below.

Revenue recognition: Service revenue is recognized in the period services are rendered and earned under service arrangements with clients where service fees are fixed or determinable and collectibility is reasonably assured. Certain processing services are provided under annual service arrangements with revenue recognized ratably over the annual service period. Our service revenue is largely attributable to payroll-related processing services where the fee is based on a fixed amount per processing period or a fixed amount per processing period plus a fee per employee or transaction processed. The revenue earned from delivery service for the distribution of certain client payroll checks and reports is included in service revenue, and the costs for delivery are included in operating expenses on the Consolidated Statements of Income.

PEO revenue is included in service revenue and is reported net of direct costs billed and incurred, which include wages, taxes, benefit premiums, and claims of PEO worksite employees. Direct costs billed and incurred were $3.9 billion for fiscal 2011, $3.1 billion for fiscal 2010, and $2.6 billion for fiscal 2009.

Revenue from Stromberg time and attendance solutions was recognized during fiscal 2009 and fiscal 2010 until the date of disposition, when all of the following were present: persuasive evidence that an arrangement existed, typically a non-cancelable sales order; delivery was complete for the software and hardware; the fee was fixed or determinable and free of contingencies; and collectibility was reasonably assured. Maintenance contracts were generally purchased by our clients in conjunction with their purchase of certain time and attendance solutions. Revenue from these maintenance contracts was recognized ratably over the term of the contract.

Interest on funds held for clients is earned primarily on funds that are collected from clients before due dates for payroll tax administration services and for employee payment services, and invested until remittance to the applicable tax or regulatory agencies or client employees. These collections from clients are typically remitted from one to 30 days after receipt, with some items extending to 90 days. The interest earned on these funds is included in total revenue on the Consolidated Statements of Income because the collecting, holding, and remitting of these funds are critical components of providing these services. Interest on funds held for clients also includes net realized gains and losses from the sales of available-for-sale securities.

PEO workers' compensation insurance: Workers' compensation insurance reserves are established to provide for the estimated costs of paying claims underwritten by us. These reserves include estimates for reported losses, plus amounts for those claims incurred but not reported and estimates of certain expenses associated with processing and settling the claims. In establishing the workers' compensation insurance reserves, we use an independent actuarial estimate of undiscounted future cash payments that would be made to settle the claims.

Estimating the ultimate cost of future claims is an uncertain and complex process based upon historical loss experience and actuarial loss projections, and is subject to change due to multiple factors, including economic trends, changes in legal liability law, and damage awards, all of which could materially impact the reserves as reported in the consolidated financial statements. Accordingly, final claim settlements may vary from our present estimates, particularly when those payments may not occur until well into the future.

We regularly review the adequacy of our estimated workers' compensation insurance reserves. Adjustments to previously established reserves are reflected in our results of operations for the period in which the adjustment is identified. Such adjustments could possibly be significant, reflecting any variety of new and adverse or favorable trends.

Our maximum individual claims liability was $1.0 million under both the fiscal 2011 and fiscal 2010 policies. As of May 31, 2011 and May 31, 2010, we had recorded current liabilities of $7.3 million and $5.8 million, respectively, and long-term liabilities of $20.6 million and $20.1 million, respectively, for workers' compensation claims.

Goodwill and other intangible assets: We have $513.7 million and $421.6 million of goodwill recorded on our Consolidated Balance Sheets as of May 31, 2011 and May 31, 2010, respectively, resulting from acquisitions of businesses. The increase in goodwill was due to the acquisition in fiscal 2011 of two software-as-a-service companies, whose results are immaterial to our consolidated financial statements.

Goodwill is not amortized, but instead tested for impairment on an annual basis and between annual tests if an event occurs or circumstances change in a way to indicate that there has been a potential decline in the fair value of the reporting unit. Impairment is determined by comparing the estimated fair value of the reporting unit to its carrying amount, including goodwill. Our business is largely homogeneous and, as a result, substantially all of the goodwill is associated with one reporting unit. We perform our annual impairment testing in our fiscal fourth quarter. Based on the results of our reviews, no impairment loss was recognized in the results of operations for fiscal year 2011, 2010 or 2009. Subsequent to this review, there have been no events or circumstances that indicate any potential impairment of our goodwill balance.

We also test intangible assets for potential impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

Stock-based compensation costs: All stock-based awards to employees, including grants of stock options, are recognized as compensation costs in our consolidated financial statements based on their fair values measured as of the date of grant. We estimate the fair value of stock option grants using a Black-Scholes option pricing model. This model requires various assumptions as inputs including expected volatility of the Paychex stock price and expected option life. We estimate volatility based on a combination of historical volatility using weekly stock prices over a period equal to the expected option life and implied market volatility. Expected option life is estimated based on historical exercise behavior.

We are required to estimate forfeitures and only record compensation costs for those awards that are expected to vest. Our assumptions for forfeitures were determined based on type of award and historical experience. Forfeiture assumptions are adjusted at the point in time a significant change is identified with any adjustment recorded in the period of change, and the final adjustment at the end of the requisite service period to equal actual forfeitures.

The assumptions of volatility, expected option life, and forfeitures all require significant judgment and are subject to change in the future due to factors such as employee exercise behavior, stock price trends, and changes to type or provisions of stock-based awards. Any change in one or more of these assumptions could have a material impact on the estimated fair value of an award and on stock-based compensation costs recognized in our results of operations.

We have determined that the Black-Scholes option pricing model, as well as the underlying assumptions used in its application, is appropriate in estimating the fair value of stock option grants. We periodically reassess our assumptions as well as our choice of valuation model, and will reconsider use of this model if additional information becomes available in the future indicating that another model would provide a more accurate estimate of fair value, or if characteristics of future grants would warrant such a change.

Income taxes: We account for deferred taxes by recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the difference between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. We record a deferred tax asset related to the stock-based compensation costs recognized for certain stock-based awards. At the time of exercise of non-qualified stock options or vesting of stock awards, we account for the resulting tax deduction by reducing our accrued income tax liability with an offset to the deferred tax asset and any excess tax benefit increasing additional paid-in capital. We currently have a sufficient pool of excess tax benefits in additional paid-in capital to absorb any deficient tax benefits related to stock-based awards.

We maintain a reserve for uncertain tax positions. We evaluate tax positions taken or expected to be taken in a tax return for recognition in our consolidated financial statements. Prior to recording the related tax benefit in our consolidated financial statements, we must conclude that tax positions must be more-likely-than-not to be sustained, assuming those positions will be examined by taxing authorities with full knowledge of all relevant information. The benefit recognized in our consolidated financial statements is the amount we expect to realize after examination by taxing authorities. If a tax position drops below the more-likely-than-not standard, the benefit can no longer be recognized. Assumptions, judgment, and the use of estimates are required in determining if the more-likely-than-not standard has been met when developing the provision for income taxes and in determining the expected benefit. A change in the assessment of the more-likely-than-not standard could materially impact our results of operations or financial position. Our reserve for uncertain tax positions was $34.4 million as of May 31, 2011 and $27.5 million as of May 31, 2010. Refer to Note I of the Notes to Consolidated Financial Statements, contained in Item 8 of this Form 10-K, for further discussion of our reserve for uncertain tax positions.

Item 7A. *Quantitative and Qualitative Disclosures About Market Risk*

Market Risk Factors

Changes in interest rates and interest rate risk: Funds held for clients are primarily comprised of short-term funds and available-for-sale securities. Corporate investments are primarily comprised of available-for-sale securities. As a result of our operating and investing activities, we are exposed to changes in interest rates that may materially affect our results of operations and financial position. Changes in interest rates will impact the earnings potential of future investments and will cause fluctuations in the fair value of our longer-term available-for-sale securities. We follow an investment strategy of optimizing liquidity and protecting principal. We invest primarily in high credit quality securities with AAA and AA ratings and short-term securities with A-1/P-1 ratings, with more than 95% of our portfolio rated AA or better. We invest predominately in municipal bonds — general obligation bonds; pre-refunded bonds, which are secured by a U.S. government escrow; and essential services revenue bonds. We limit the amounts that can be invested in any single issuer and invest in short- to intermediate-term instruments whose fair value is less sensitive to interest rate changes. We manage the available-for-sale securities to a benchmark duration of two and one-half to three years. All investments held as of May 31, 2011 were traded in active markets.

Starting in November 2009 we began to invest in select A-1/P-1-rated VRDNs and have gradually increased our investment in VRDNs to $828.3 million as of May 31, 2011, up from $226.3 million as of May 31, 2010. During fiscal 2011, we earned an after-tax rate of approximately 0.23% for VRDNs compared to approximately 0.06% for U.S. agency discount notes, which have been our primary short-term investment vehicle. We have no exposure to high-risk or illiquid investments such as auction rate securities, sub-prime mortgage securities, asset-backed securities or asset-backed commercial paper, collateralized debt obligations, enhanced cash or cash plus mutual funds, or structured investment vehicles (SIVs). We have not and do not utilize derivative financial instruments to manage our interest rate risk.

During fiscal 2011, the average interest rate earned on our combined funds held for clients and corporate investment portfolios was 1.3%, compared with 1.5% for fiscal 2010 and 2.1% for fiscal 2009. When interest rates are falling, the full impact of lower interest rates will not immediately be reflected in net income due to the interaction of short- and long-term interest rate changes. During a falling interest rate environment, the decreases in interest rates decrease earnings from our short-term investments, and over time decrease earnings from our longer-term available-for-sale securities. Earnings from the available-for-sale-securities, which as of May 31, 2011 had an average duration of 2.4 years, would not reflect decreases in interest rates until the investments are sold or mature and the proceeds are reinvested at lower rates. In the next twelve months, slightly more than 20% of our available-for-sale portfolio will mature, and it is currently anticipated that these proceeds will be reinvested at a lower average interest rate of approximately 1.0%.

The amortized cost and fair value of available-for-sale securities that had stated maturities as of May 31, 2011 are shown below by contractual maturity. Expected maturities can differ from contractual maturities because borrowers may have the right to prepay obligations without prepayment penalties.

In millions	May 31, 2011 Amortized cost	May 31, 2011 Fair value
Maturity date:		
Due in one year or less	$ 408.7	$ 412.3
Due after one year through three years	603.0	626.9
Due after three years through five years	570.8	592.7
Due after five years	1,095.4	1,105.3
Total	$ 2,677.9	$ 2,737.2

VRDNs are primarily categorized as due after five years in the table above as the contractual maturities on these securities are typically 20 to 30 years. Although these securities are issued as long-term securities, they are priced and traded as short-term instruments because of the liquidity provided through the tender feature.

The following table summarizes the changes in the Federal Funds rate over the past three fiscal years:

	2011	2010	2009
Federal Funds rate — beginning of fiscal year	0.25%	0.25%	2.00%
Rate decrease:			
First quarter	—	—	—
Second quarter	—	—	(1.00)
Third quarter	—	—	(0.75)
Fourth quarter	—	—	—
Federal Funds rate — end of fiscal year(1)	0.25%	0.25%	0.25%
Three-year "AAA" municipal securities yields — end of fiscal year	0.80%	0.99%	1.35%

(1) The Federal Funds rate was a range of zero to 0.25% as of May 31, 2011, May 31, 2010, and May 31, 2009.

Calculating the future effects of changing interest rates involves many factors. These factors include, but are not limited to:

- daily interest rate changes;
- seasonal variations in investment balances;
- actual duration of short-term and available-for-sale securities;
- the proportional mix of taxable and tax-exempt investments;
- changes in tax-exempt municipal rates versus taxable investment rates, which are not synchronized or simultaneous; and
- financial market volatility and the resulting effect on benchmark and other indexing interest rates.

Subject to these factors and under normal financial market conditions, a 25-basis-point change in taxable interest rates generally affects our tax-exempt interest rates by approximately 17 basis points.

Our total investment portfolio (funds held for clients and corporate investments) averaged approximately $4.0 billion for fiscal 2011. Our anticipated allocation is approximately 50% invested in short-term securities and available-for-sale securities with an average duration of less than 30 days, and 50% invested in available-for-sale securities with an average duration of two and one-half to three years.

The combined funds held for clients and corporate available-for-sale securities reflected a net unrealized gain of $59.3 million as of May 31, 2011, compared with an unrealized gain of $66.6 million as of May 31, 2010. In determining fair value, we utilize the Interactive Data Pricing Service. During fiscal 2011, the net unrealized gain on our investment portfolios ranged from $41.4 million to $86.2 million. During fiscal 2010, the net unrealized gain on our investment portfolios ranged from $55.1 million to $82.4 million. The net unrealized gain of our investment portfolios was approximately $57.5 million as of July 11, 2011.

As of May 31, 2011 and May 31, 2010, we had $2.7 billion and $2.2 billion, respectively, invested in available-for-sale securities at fair value. The weighted-average yield-to-maturity was 2.6% and 2.9% as of May 31, 2011 and May 31, 2010, respectively. The weighted-average yield-to-maturity excludes available-for-sale securities tied to short-term interest rates such as the VRDNs held as of May 31, 2011 and May 31, 2010. Assuming a hypothetical decrease in both short-term and longer-term interest rates of 25 basis points, the resulting potential increase in fair value for our portfolio of available-for-sale securities as of May 31, 2011, would be approximately $11.5 million. Conversely, a corresponding increase in interest rates would result in a comparable decrease in fair value. This hypothetical increase or decrease in the fair value of the portfolio would be recorded as an adjustment to the portfolio's recorded value, with an offsetting amount recorded in stockholders' equity. These fluctuations in fair value would have no related or immediate impact on the results of operations, unless any declines in fair value were considered to be other-than-temporary and an impairment loss recognized.

Credit risk: We are exposed to credit risk in connection with these investments through the possible inability of borrowers to meet the terms of their bonds. We regularly review our investment portfolios to determine if any investment is other-than-temporarily impaired due to changes in credit risk or other potential valuation concerns. We believe that the investments we held as of May 31, 2011 were not other-than-temporarily impaired. While $51.7 million of our available-for-sale securities had fair values that were below amortized cost, we believe that it is probable that the principal and interest will be collected in accordance with the contractual terms, and that the unrealized loss of $0.1 million was due to changes in interest rates and was not due to increased credit risk or other valuation concerns. All of the securities in an unrealized loss position as of May 31, 2011 and May 31, 2010 held an AA rating or better. We intend to hold these investments until the recovery of their amortized cost basis or maturity, and further believe that it is more-likely-than-not that we will not be required to sell these investments prior to that time. Our assessment that an investment is not other-than-temporarily impaired could change in the future due to new developments or changes in our strategies or assumptions related to any particular investment.

Item 8. ***Financial Statements and Supplementary Data***

TABLE OF CONTENTS

Report on Management's Assessment of Internal Control Over Financial Reporting	32
Reports of Independent Registered Public Accounting Firm	33
Consolidated Statements of Income for the Years Ended May 31, 2011, 2010, and 2009	35
Consolidated Balance Sheets as of May 31, 2011 and 2010	36
Consolidated Statements of Stockholders' Equity for the Years Ended May 31, 2011, 2010, and 2009	37
Consolidated Statements of Cash Flows for the Years Ended May 31, 2011, 2010, and 2009	38
Notes to Consolidated Financial Statements	39
Schedule II — Valuation and Qualifying Accounts for the Years Ended May 31, 2011, 2010, and 2009	63

REPORT ON MANAGEMENT'S ASSESSMENT OF
INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of Paychex, Inc. (the "Company") is responsible for establishing and maintaining an adequate system of internal control over financial reporting as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Consolidated Financial Statements. Our internal control over financial reporting is supported by a program of internal audits and appropriate reviews by management, written policies and guidelines, and careful selection and training of qualified personnel.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements and even when determined to be effective, can only provide reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Audit Committee of our Company's Board of Directors meets with the independent registered public accounting firm (the "independent accountants"), management, and internal auditors periodically to discuss internal control over financial reporting and auditing and financial reporting matters. The Audit Committee reviews with the independent accountants the scope and results of the audit effort. The Audit Committee also meets periodically with the independent accountants and the chief internal auditor without management present to ensure that the independent accountants and the chief internal auditor have free access to the Audit Committee. The Audit Committee's Report can be found in the Definitive Proxy Statement to be issued in connection with the Company's 2011 Annual Meeting of Stockholders.

Management assessed the effectiveness of the Company's internal control over financial reporting as of May 31, 2011. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in "Internal Control — Integrated Framework." Based on our assessment, management believes that the Company maintained effective internal control over financial reporting as of May 31, 2011.

The Company's independent accountants, Ernst & Young LLP, an independent registered public accounting firm, are appointed by its Audit Committee. Ernst & Young LLP has audited and reported on the Consolidated Financial Statements of Paychex, Inc. and the effectiveness of the Company's internal control over financial reporting. The reports of the independent accountants are contained in this Annual Report on Form 10-K.

/s/ Martin Mucci	/s/ John M. Morphy
Martin Mucci	John M. Morphy
President and Chief Executive Officer	Vice President, Finance

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors
and Stockholders of Paychex, Inc.

We have audited Paychex, Inc.'s internal control over financial reporting as of May 31, 2011, based on criteria established in "Internal Control — Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Paychex, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Report on Management's Assessment of Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Paychex, Inc. maintained, in all material respects, effective internal control over financial reporting as of May 31, 2011, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets as of May 31, 2011 and 2010, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the three years in the period ended May 31, 2011 of Paychex, Inc., and our report dated July 15, 2011, expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Chicago, Illinois
July 15, 2011

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors
and Stockholders of Paychex, Inc.

We have audited the accompanying consolidated balance sheets of Paychex, Inc. as of May 31, 2011 and 2010, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the three years in the period ended May 31, 2011. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of Paychex, Inc.'s management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Paychex, Inc. at May 31, 2011 and 2010, and the consolidated results of its operations and its cash flows for each of the three years in the period ended May 31, 2011, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Paychex, Inc.'s internal control over financial reporting as of May 31, 2011, based on criteria established in "Internal Control — Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated July 15, 2011 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Chicago, Illinois
July 15, 2011

Table of Contents

PAYCHEX, INC.

CONSOLIDATED STATEMENTS OF INCOME
In millions, except per share amounts

Year ended May 31,	2011	2010	2009
Revenue:			
Service revenue	$ 2,036.2	$ 1,945.8	$ 2,007.3
Interest on funds held for clients	48.1	55.0	75.5
Total revenue	**$ 2,084.3**	**$ 2,000.8**	**$ 2,082.8**
Expenses:			
Operating expenses	653.6	653.6	680.5
Selling, general and administrative expenses	644.3	622.4	597.1
Total expenses	**1,297.9**	**1,276.0**	**1,277.6**
Operating income	**786.4**	**724.8**	**805.2**
Investment income, net	5.8	4.5	6.9
Income before income taxes	**792.2**	**729.3**	**812.1**
Income taxes	276.9	252.3	278.6
Net income	**$ 515.3**	**$ 477.0**	**$ 533.5**
Basic earnings per share	**$ 1.42**	**$ 1.32**	**$ 1.48**
Diluted earnings per share	**$ 1.42**	**$ 1.32**	**$ 1.48**
Weighted-average common shares outstanding	**361.8**	**361.4**	**360.8**
Weighted-average common shares outstanding, assuming dilution	**362.4**	**361.7**	**361.0**
Cash dividends per common share	**$ 1.24**	**$ 1.24**	**$ 1.24**

See Notes to Consolidated Financial Statements.

PAYCHEX, INC.

CONSOLIDATED BALANCE SHEETS
In millions, except per share amount

As of May 31,	2011	2010
Assets		
Cash and cash equivalents	$ 119.0	$ 284.3
Corporate investments	345.0	82.5
Interest receivable	29.4	28.7
Accounts receivable, net of allowance for doubtful accounts	161.1	186.6
Deferred income taxes	5.9	3.8
Prepaid income taxes	1.4	6.7
Prepaid expenses and other current assets	29.4	25.5
Current assets before funds held for clients	**691.2**	**618.1**
Funds held for clients	3,566.7	3,541.0
Total current assets	**4,257.9**	**4,159.1**
Long-term corporate investments	207.3	290.1
Property and equipment, net of accumulated depreciation	308.7	269.3
Intangible assets, net of accumulated amortization	77.2	61.6
Goodwill	513.7	421.6
Deferred income taxes	25.4	21.1
Other long-term assets	3.6	3.5
Total assets	**$ 5,393.8**	**$ 5,226.3**
Liabilities		
Accounts payable	$ 45.4	$ 37.3
Accrued compensation and related items	172.5	163.2
Deferred revenue	3.0	3.5
Deferred income taxes	14.9	17.0
Other current liabilities	38.6	41.2
Current liabilities before client fund obligations	**274.4**	**262.2**
Client fund obligations	3,513.9	3,480.0
Total current liabilities	**3,788.3**	**3,742.2**
Accrued income taxes	34.1	27.4
Deferred income taxes	23.1	7.8
Other long-term liabilities	52.1	46.9
Total liabilities	**3,897.6**	**3,824.3**
Commitments and contingencies — Note M		
Stockholders' equity		
Common stock, $0.01 par value; Authorized: 600.0 shares; Issued and outstanding: 362.1 shares as of May 31, 2011, and 361.5 shares as of May 31, 2010, respectively	3.6	3.6
Additional paid-in capital	535.6	499.7
Retained earnings	919.5	856.3
Accumulated other comprehensive income	37.5	42.4
Total stockholders' equity	**1,496.2**	**1,402.0**
Total liabilities and stockholders' equity	**$ 5,393.8**	**$ 5,226.3**

See Notes to Consolidated Financial Statements.

PAYCHEX, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
In millions

	Common stock Shares	Common stock Amount	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income	Total
Balance as of May 31, 2008	**360.5**	**$ 3.6**	**$ 431.6**	**$ 745.4**	**$ 16.0**	**$ 1,196.6**
Net income				533.5		533.5
Unrealized gains on securities, net of tax					25.9	25.9
Total comprehensive income						559.4
Cash dividends declared				(447.7)		(447.7)
Stock-based compensation			25.8			25.8
Stock-based award transactions	0.5		9.0	(1.7)		7.3
Balance as of May 31, 2009	361.0	**3.6**	**466.4**	**829.5**	**41.9**	**1,341.4**
Net income				477.0		477.0
Unrealized gains on securities, net of tax					0.5	0.5
Total comprehensive income						477.5
Cash dividends declared				(448.6)		(448.6)
Stock-based compensation			25.7			25.7
Stock-based award transactions	0.5		7.6	(1.6)		6.0
Balance as of May 31, 2010	**361.5**	**3.6**	**499.7**	**856.3**	**42.4**	**1,402.0**
Net income				515.3		515.3
Unrealized losses on securities, net of tax					(4.9)	(4.9)
Total comprehensive income						510.4
Cash dividends declared				(448.8)		(448.8)
Stock-based compensation			25.0			25.0
Stock-based award transactions	0.6		10.9	(3.3)		7.6
Balance as of May 31, 2011	**362.1**	**$ 3.6**	**$ 535.6**	**$ 919.5**	**$ 37.5**	**$ 1,496.2**

See Notes to Consolidated Financial Statements.

PAYCHEX, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS
In millions

Year ended May 31,	2011	2010	2009
Operating activities			
Net income	$ 515.3	$ 477.0	$ 533.5
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization on property and equipment and intangible assets	88.7	86.5	85.8
Amortization of premiums and discounts on available-for-sale securities	38.9	35.0	23.0
Stock-based compensation costs	24.8	25.6	25.7
Provision for/(benefit from) deferred income taxes	13.6	(3.9)	(1.9)
Provision for allowance for doubtful accounts	1.8	2.6	2.9
Provision for litigation reserve	—	18.7	—
Net realized gains on sales of available-for-sale securities	(1.3)	(3.2)	(1.1)
Changes in operating assets and liabilities:			
Interest receivable	(0.7)	(1.0)	6.7
Accounts receivable	23.7	(10.2)	3.8
Prepaid expenses and other current assets	1.8	(2.5)	8.4
Accounts payable and other current liabilities	2.2	(15.0)	(10.0)
Net change in other assets and liabilities	6.5	1.3	12.0
Net cash provided by operating activities	**715.3**	**610.9**	**688.8**
Investing activities			
Purchases of available-for-sale securities	(6,229.1)	(1,554.9)	(16,365.7)
Proceeds from sales and maturities of available-for-sale securities	5,598.9	1,152.0	17,958.5
Net change in funds held for clients' money market securities and other cash equivalents	450.4	61.7	(1,101.4)
Purchases of property and equipment	(100.5)	(61.3)	(64.7)
Proceeds from sale of property and equipment	—	—	0.6
Acquisition of businesses, net of cash acquired	(126.4)	—	(6.4)
Proceeds from sale of business	—	13.1	—
Purchases of other assets	(2.8)	(11.9)	(16.4)
Net cash (used in)/provided by investing activities	**(409.5)**	**(401.3)**	**404.5**
Financing activities			
Net change in client fund obligations	(34.9)	42.3	(346.0)
Dividends paid	(448.8)	(448.6)	(447.7)
Proceeds from exercise and excess tax benefit related to stock-based awards	12.6	8.2	9.0
Net cash used in financing activities	**(471.1)**	**(398.1)**	**(784.7)**
(Decrease)/increase in cash and cash equivalents	**(165.3)**	**(188.5)**	**308.6**
Cash and cash equivalents, beginning of fiscal year	284.3	472.8	164.2
Cash and cash equivalents, end of fiscal year	**$ 119.0**	**$ 284.3**	**$ 472.8**

See Notes to Consolidated Financial Statements.

PAYCHEX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note A — Description of Business and Significant Accounting Policies

Description of business: Paychex, Inc. and its wholly owned subsidiaries (the "Company" or "Paychex") is a leading provider of payroll, human resource, and benefits outsourcing solutions for small- to medium-sized businesses in the United States ("U.S."). The Company also has a subsidiary in Germany.

Paychex, a Delaware corporation formed in 1979, reports as one segment. Substantially all of the Company's revenue is generated within the U.S. The Company also generates revenue within Germany, which was less than one percent of its total revenue for each of the years ended May 31, 2011 ("fiscal 2011"), 2010 ("fiscal 2010"), and 2009 ("fiscal 2009"). Long-lived assets in Germany are insignificant in relation to total long-lived assets of the Company as of May 31, 2011 and May 31, 2010.

Total revenue is comprised of service revenue and interest on funds held for clients. Service revenue is comprised of the Payroll and Human Resource Services portfolios of services and products. Payroll service revenue is earned primarily from payroll processing, payroll tax administration services, employee payment services, and other ancillary services. Payroll processing services include the calculation, preparation, and delivery of employee payroll checks; production of internal accounting records and management reports; preparation of federal, state, and local payroll tax returns; and collection and remittance of clients' payroll obligations.

In connection with the automated payroll tax administration services, the Company electronically collects payroll taxes from clients' bank accounts, typically on payday, prepares and files the applicable tax returns, and remits taxes to the applicable tax or regulatory agencies on the respective due dates. These taxes are typically paid between one and 30 days after receipt of collections from clients, with some items extending to 90 days. The Company handles regulatory correspondence, amendments, and penalty and interest disputes, and is subject to cash penalties imposed by tax or regulatory agencies for late filings and late or under payment of taxes. With employee payment services, employers are offered the option of paying their employees by direct deposit, payroll debit card, a check drawn on a Paychex account (Readychex®), or a check drawn on the employer's account and electronically signed by Paychex. For the first three methods, Paychex electronically collects net payroll from the clients' bank accounts, typically one business day before payday, and provides payment to the employees on payday.

In addition to service fees paid by clients, the Company earns interest on funds held for clients that are collected before due dates and invested until remittance to the applicable tax or regulatory agencies or client employees. The funds held for clients and related client fund obligations are included in the Consolidated Balance Sheets as current assets and current liabilities. The amount of funds held for clients and related client fund obligations varies significantly during the year.

The Human Resource Services portfolio of services and products provides small- to medium-sized businesses with retirement services administration, insurance services, eServices, and other human resource services and products. Paychex HR Solutions is available as an administrative services organization ("ASO") and a professional employer organization ("PEO"). Both options provide a combined package of services that include payroll, employer compliance, human resource and employee benefits administration, risk management outsourcing, and the on-site availability of a professionally trained human resource services representative. These comprehensive bundles of services are designed to make it easier for businesses to manage their payroll and related benefits costs while providing a benefits package equal to that of larger companies. The PEO differs from the ASO in that Paychex serves as a co-employer of the clients' employees, assumes the risks and rewards of workers' compensation insurance, and provides health care coverage to PEO client employees. PEO services are sold through the Company's registered and licensed subsidiary, Paychex Business Solutions, Inc. Paychex HR Essentials is a new ASO product that provides support to the Company's clients over the phone or online to help manage employee-related topics.

Basis of presentation: The consolidated financial statements include the accounts of Paychex, Inc. and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. The

Company has evaluated subsequent events for potential recognition and/or disclosure through the date of issuance of these financial statements.

Cash and cash equivalents: Cash and cash equivalents consist of available cash, money market securities, U.S. agency discount notes, and other investments with a maturity of three months or less at acquisition.

Accounts receivable, net of allowance for doubtful accounts: Accounts receivable balances are shown on the Consolidated Balance Sheets net of the allowance for doubtful accounts of $2.1 million as of May 31, 2011 and $1.9 million as of May 31, 2010. Accounts receivable are written off and charged against the allowance for doubtful accounts when the Company has exhausted all collection efforts without success. No single client had a material impact on total accounts receivable, service revenue, or results of operations.

Funds held for clients and corporate investments: Marketable securities included in funds held for clients and corporate investments consist primarily of securities classified as available-for-sale and are recorded at fair value obtained from an independent pricing service. The funds held for clients portfolio also includes cash, money market securities, and short-term investments. Unrealized gains and losses, net of applicable income taxes, are reported as comprehensive income in the Consolidated Statements of Stockholders' Equity. Realized gains and losses on the sale of available-for-sale securities are determined by specific identification of the cost basis of each security. On the Consolidated Statements of Income, realized gains and losses from their respective portfolios are included in interest on funds held for clients and investment income, net.

Concentrations: Substantially all of the Company's deposited cash is maintained at two large credit-worthy financial institutions. These deposits may exceed the amount of any insurance provided. All of the Company's deliverable securities are held in custody with one of the two aforementioned financial institutions, for which that institution bears the risk of custodial loss. Non-deliverable securities, primarily time deposits and money market mutual funds, are restricted to credit-worthy financial institutions.

Property and equipment, net of accumulated depreciation: Property and equipment is stated at cost, less accumulated depreciation and amortization. Depreciation is based on the estimated useful lives of property and equipment using the straight-line method. The estimated useful lives of depreciable assets are generally:

Category	Depreciable life
Buildings and improvements	Ten to 35 years or the remaining life, whichever is shorter
Data processing equipment	Two to seven years
Furniture, fixtures, and equipment	Seven years
Leasehold improvements	Ten years or the life of the lease, whichever is shorter

Normal and recurring repairs and maintenance costs are charged to expense as incurred. The Company reviews the carrying value of property and equipment for impairment when events or changes in circumstances indicate that the carrying value of such assets may not be recoverable.

Software development and enhancements: Expenditures for software purchases and software developed for internal use are capitalized and depreciated on a straight-line basis over the estimated useful lives, which are generally three to fifteen years. For software developed for internal use, certain costs are capitalized, including external direct costs of materials and services associated with developing or obtaining the software, and payroll and payroll-related costs for employees who are directly associated with internal-use software projects. Capitalization of these costs ceases no later than the point at which the project is substantially complete and ready for its intended use. Costs associated with preliminary project stage activities, training, maintenance, and other post-implementation stage activities are expensed as incurred. The carrying value of software and development costs is reviewed for impairment when events or changes in circumstances indicate that the carrying value of such assets may not be recoverable.

Goodwill and other intangible assets, net of accumulated amortization: The Company has recorded goodwill in connection with the acquisitions of businesses. Goodwill is not amortized, but instead tested for impairment on an annual basis and between annual tests if an event occurs or circumstances change in a way to indicate that there has been a potential decline in the fair value of the reporting unit. Impairment is determined by comparing the estimated fair value of the reporting unit to its carrying amount, including goodwill. The Company's business is largely homogeneous and, as a result, substantially all the goodwill is associated with one reporting unit. The Company performs its annual impairment testing in its fiscal fourth quarter. Based on the results of the Company's reviews, no impairment loss was recognized in the results of operations for fiscal years 2011, 2010, or 2009. Subsequent to the latest review, there have been no events or circumstances that indicate any potential impairment of the Company's goodwill balance.

Intangible assets are comprised primarily of client list acquisitions and are reported net of accumulated amortization on the Consolidated Balance Sheets. Intangible assets are amortized over periods generally ranging from five to twelve years using either the straight-line method, an accelerated method, or based on client attrition. The Company tests intangible assets for potential impairment when events or changes in circumstances indicate that the carrying value of such assets may not be recoverable.

Revenue recognition: Service revenue is recognized in the period services are rendered and earned under service arrangements with clients where service fees are fixed or determinable and collectibility is reasonably assured. Certain processing services are provided under annual service arrangements with revenue recognized ratably over the annual service period. The Company's service revenue is largely attributable to payroll-related processing services where the fee is based on a fixed amount per processing period or a fixed amount per processing period plus a fee per employee or transaction processed. The revenue earned from delivery service for the distribution of certain client payroll checks and reports is included in service revenue, and the costs for the delivery are included in operating expenses on the Consolidated Statements of Income.

PEO revenue is included in service revenue and is reported net of direct costs billed and incurred, which include wages, taxes, benefit premiums, and claims of PEO worksite employees. Direct costs billed and incurred were \$3.9 billion for fiscal 2011, \$3.1 billion for fiscal 2010, and \$2.6 billion for fiscal 2009.

Revenue from Stromberg time and attendance solutions was recognized during fiscal 2009 and fiscal 2010 until the date of disposition, when all of the following were present: persuasive evidence that an arrangement existed, typically a non-cancelable sales order; delivery was complete for the software and hardware; the fee was fixed or determinable and free of contingencies; and collectibility was reasonably assured. Maintenance contracts were generally purchased by the Company's clients in conjunction with their purchase of certain time and attendance solutions. Revenue from these maintenance contracts was recognized ratably over the term of the contract.

Interest on funds held for clients is earned primarily on funds that are collected from clients before due dates for payroll tax administration services and for employee payment services, and invested until remittance to the applicable tax or regulatory agencies or client employees. These collections from clients are typically remitted from one to 30 days after receipt, with some items extending to 90 days. The interest earned on these funds is included in total revenue on the Consolidated Statements of Income because the collecting, holding, and remitting of these funds are components of providing these services. Interest on funds held for clients also includes net realized gains and losses from the sales of available-for-sale securities.

Advantage Payroll Services Inc. ("Advantage"), a subsidiary of the Company, has license agreements with independently owned associate offices ("Associates"). The Associates are responsible for selling and marketing Advantage payroll services and performing certain operational functions. Paychex and Advantage provide all centralized back-office payroll processing and payroll tax administration services for the Associates, including the billing and collection of processing fees and the collection and remittance of payroll and payroll tax funds pursuant to Advantage's service arrangement with Associate customers. The marketing and selling by the Associates is conducted under their respective logos. Commissions earned by the Associates are based on the processing activity for the related clients. Revenue generated from customers as a result of these relationships and commissions paid to Associates are included in the Consolidated Statements of Income as service revenue and selling, general and administrative expenses, respectively.

PEO workers' compensation insurance: Workers' compensation insurance reserves are established to provide for the estimated costs of paying claims underwritten by the Company. These reserves include estimates for reported losses, plus amounts for those claims incurred but not reported and estimates of certain expenses associated with processing and settling the claims. In establishing the workers' compensation insurance reserves, the Company uses an independent actuarial estimate of undiscounted future cash payments that would be made to settle the claims.

Estimating the ultimate cost of future claims is an uncertain and complex process based upon historical loss experience and actuarial loss projections, and is subject to change due to multiple factors, including economic trends, changes in legal liability law, and damage awards, all of which could materially impact the reserves as reported in the consolidated financial statements. Accordingly, final claim settlements may vary from the present estimates, particularly when those payments may not occur until well into the future.

The Company regularly reviews the adequacy of its estimated workers' compensation insurance reserves. Adjustments to previously established reserves are reflected in the results of operations for the period in which the adjustment is identified. Such adjustments could possibly be significant, reflecting any variety of new and adverse or favorable trends.

The Company's maximum individual claims liability was $1.0 million under both its fiscal 2011 and fiscal 2010 policies. As of May 31, 2011 and May 31, 2010, the Company had recorded current liabilities of $7.3 million and $5.8 million, respectively, and long-term liabilities of $20.6 million and $20.1 million, respectively, on its Consolidated Balance Sheets for workers' compensation claims.

Stock-based compensation costs: All stock-based awards to employees, including grants of stock options, are recognized as compensation costs in the consolidated financial statements based on their fair values measured as of the date of grant. The Company estimates the fair value of stock option grants using a Black-Scholes option pricing model. This model requires various assumptions as inputs including expected volatility of the Paychex stock price and expected option life. Volatility is estimated based on a combination of historical volatility using weekly stock prices over a period equal to the expected option life and implied market volatility. Expected option life is estimated based on historical exercise behavior.

The Company is required to estimate forfeitures and only record compensation costs for those awards that are expected to vest. The assumptions for forfeitures were determined based on type of award and historical experience. Forfeiture assumptions are adjusted at the point in time a significant change is identified with any adjustment recorded in the period of change, and the final adjustment at the end of the requisite service period to equal actual forfeitures.

The assumptions of volatility, expected option life, and forfeitures all require significant judgment and are subject to change in the future due to factors such as employee exercise behavior, stock price trends, and changes to type or provisions of stock-based awards. Any change in one or more of these assumptions could have a material impact on the estimated fair value of an award and on stock-based compensation costs recognized in the Company's results of operations.

The Company has determined that the Black-Scholes option pricing model, as well as the underlying assumptions used in its application, is appropriate in estimating the fair value of stock option grants. The Company periodically reassesses its assumptions as well as its choice of valuation model, and will reconsider use of this model if additional information becomes available in the future indicating that another model would provide a more accurate estimate of fair value, or if characteristics of future grants would warrant such a change.

Refer to Note D for further discussion of the Company's stock-based compensation plans.

Income taxes: The Company accounts for deferred taxes by recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the difference between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The Company records a deferred tax asset related to the stock-based compensation costs recognized for certain stock-based awards. At the time of the exercise of non-qualified stock options or vesting of stock awards, the Company accounts for the resulting tax deduction by reducing its accrued income tax liability with an offset to the deferred tax asset and any excess tax benefit increasing additional paid-in capital. The Company currently has a sufficient pool of excess tax benefits in additional paid-in capital to absorb any deficient tax benefits related to stock-based awards.

The Company maintains a reserve for uncertain tax positions. The Company evaluates tax positions taken or expected to be taken in a tax return for recognition in its consolidated financial statements. Prior to recording the related tax benefit in the consolidated financial statements, the Company must conclude that tax positions must be more-likely-than-not to be sustained, assuming those positions will be examined by taxing authorities with full knowledge of all relevant information. The benefit recognized in the consolidated financial statements is the amount the Company expects to realize after examination by taxing authorities. If a tax position drops below the more-likely-than-not standard, the benefit can no longer be recognized. Assumptions, judgment, and the use of estimates are required in determining if the more-likely-than-not standard has been met when developing the provision for income taxes and in determining the expected benefit. A change in the assessment of the more-likely-than-not standard could materially impact the Company's results of operations or financial position. The Company's reserve for uncertain tax positions was $34.4 million as of May 31, 2011 and $27.5 million as of May 31, 2010. Refer to Note I for further discussion of the Company's reserve for uncertain tax positions.

Use of estimates: The preparation of financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates, judgments, and assumptions that affect reported amounts of assets, liabilities, revenue, and expenses during the reporting period. Actual amounts and results could differ from these estimates.

Reclassifications: Certain prior period amounts have been reclassified to conform to the current period presentation. These reclassifications had no effect on reported consolidated earnings.

Recently adopted accounting pronouncements: Effective June 1, 2010, the Company adopted the following Financial Accounting Standards Board ("FASB") authoritative guidance, neither of which had a material impact on its consolidated financial statements:

- Guidance amending the accounting and reporting standards for transfers and servicing of financial assets, including the removal of the concept of a qualifying special purpose entity; and
- Guidance to require a qualitative analysis rather than a quantitative-based risks and rewards calculation to determine the primary beneficiary of a variable interest entity ("VIE") for consolidation purposes. This qualitative approach focuses on identifying which entity has the power to direct the activities of a VIE with the most significant impact on the VIE's economic performance.

Recently issued accounting pronouncements: In December 2010, the FASB issued updated guidance on when and how to perform certain steps of the periodic goodwill impairment test for public entities that may have reporting units with zero or negative carrying amounts. This guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2010, with early adoption prohibited. It is applicable to the Company's fiscal year beginning June 1, 2011. The Company is currently evaluating this guidance, but does not expect its adoption will have a material effect on its consolidated financial statements.

In December 2010, the FASB also issued guidance to clarify the reporting of pro forma financial information related to business combinations of public entities and to expand certain supplemental pro forma disclosures. This guidance is effective prospectively for business combinations that occur on or after the beginning of the fiscal year beginning on or after December 15, 2010, with early adoption permitted. It is applicable to the Company's fiscal year beginning June 1, 2011. The Company is currently evaluating this guidance, but does not expect its adoption will have a material effect on its consolidated financial statements.

In May 2011, the FASB issued guidance to amend certain measurement and disclosure requirements related to fair value measurements to improve consistency with international reporting standards. This guidance is effective prospectively for public entities for interim and annual reporting periods beginning after December 15, 2011, with early adoption by public entities prohibited, and is applicable to the Company's fiscal quarter beginning March 1, 2012. The Company is currently evaluating this guidance, but does not expect its adoption will have a material effect on its consolidated financial statements.

In June 2011, the FASB issued new guidance on the presentation of comprehensive income that will require a company to present components of net income and other comprehensive income in one continuous statement or in two separate, but consecutive statements. There are no changes to the components that are recognized in net income or other comprehensive income under current GAAP. This guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2011, with early adoption permitted. It is applicable to the Company's fiscal year beginning June 1, 2012. The Company is currently evaluating this guidance, but does not expect its adoption will have a material effect on its consolidated financial statements.

Other recent authoritative guidance issued by the FASB (including technical corrections to the FASB Accounting Standards Codification), the American Institute of Certified Public Accountants, and the Securities and Exchange Commission ("SEC") did not, or are not expected to have a material effect on the Company's consolidated financial statements.

Note B — Basic and Diluted Earnings Per Share

Basic and diluted earnings per share were calculated as follows:

In millions, except per share amounts	Year ended May 31, 2011	2010	2009
Basic earnings per share:			
Net income	$515.3	$477.0	$533.5
Weighted-average common shares outstanding	361.8	361.4	360.8
Basic earnings per share	**$ 1.42**	**$ 1.32**	**$ 1.48**
Diluted earnings per share:			
Net income	$515.3	$477.0	$533.5
Weighted-average common shares outstanding	361.8	361.4	360.8
Dilutive effect of common share equivalents at average market price	0.6	0.3	0.2
Weighted-average common shares outstanding, assuming dilution	362.4	361.7	361.0
Diluted earnings per share	**$ 1.42**	**$ 1.32**	**$ 1.48**
Weighted-average anti-dilutive common share equivalents	**11.5**	**13.0**	**13.5**

Weighted-average common share equivalents that had an anti-dilutive impact are excluded from the computation of diluted earnings per share.

Note C — Business Combinations

During fiscal 2011, the Company acquired two software-as-a-service companies, opening up additional areas of the markets the Company serves. Effective February 8, 2011, the Company acquired SurePayroll, Inc. (“SurePayroll”), a payroll processing provider for small businesses, for $114.9 million, net of cash acquired. The acquisition of SurePayroll allows the Company entry into a new area of the online market for small businesses, and resulted in approximately $84.6 million of goodwill, which is not tax-deductible.

Effective May 3, 2011, the Company acquired ePlan Services, Inc. (“ePlan”), a provider of recordkeeping and administrative solutions to the defined contribution marketplace, for $15.2 million, net of cash acquired. The ePlan acquisition resulted in $7.5 million of goodwill, which is not tax-deductible.

Upon their respective closing dates, both entities acquired became wholly owned subsidiaries of the Company. The financial results of SurePayroll and ePlan are included in the Company’s consolidated financial statements from their respective dates of acquisition. These acquisitions are not material to the Company’s results of operations, financial position, or cash flows.

Note D — Stock-Based Compensation Plans

The Paychex, Inc. 2002 Stock Incentive Plan, as amended and restated (the “2002 Plan”), effective on October 13, 2010 upon its approval by the Company’s stockholders, authorizes grants of up to 39.1 million shares of the Company’s common stock. As of May 31, 2011, there were 24.8 million shares available for future grants under the 2002 Plan. No future grants will be made pursuant to the Paychex, Inc. 1998 Stock Incentive Plan, which expired in August 2002; however, options to purchase an aggregate of 1.0 million shares under the plan remain outstanding as of May 31, 2011.

All stock-based awards to employees are recognized as compensation costs in the consolidated financial statements based on their fair values measured as of the date of grant. These costs are recognized as an expense in the Consolidated Statements of Income on a straight-line basis over the requisite service period and increase additional paid-in capital. Grants prior to June 1, 2006 were expensed on an accelerated basis.

Stock-based compensation expense was $24.8 million, $25.6 million, and $25.7 million for fiscal years 2011, 2010, and 2009, respectively. Related income tax benefits recognized were $8.4 million, $7.9 million, and $8.0 million for the respective fiscal years. Capitalized stock-based compensation costs related to the development of internal use software for these same fiscal years were not significant.

As of May 31, 2011, the total unrecognized compensation cost related to all unvested stock-based awards was $36.9 million and is expected to be recognized over a weighted-average period of 2.7 years.

Stock option grants: Stock option grants entitle the holder to purchase, at the end of the vesting term, a specified number of shares of Paychex common stock at an exercise price per share set equal to the closing market price of the common stock on the date of grant. All stock option grants have a contractual life of ten years from the date of the grant and a vesting schedule as established by the Board of Directors (the “Board”). The Company issues new shares of common stock to satisfy stock option exercises. Non-qualified stock option grants to officers and outside directors are typically approved by the Board in July. Non-qualified stock option grants to officers and employees granted prior to July 2010 vest 20% per annum, while grants to the Board prior to October 2010 vest one-third per annum. Grants on non-qualified stock options to officers beginning in July 2010 vest 25% per annum. Grants to members of the Board beginning in October 2010 vest after one year.

The Company has granted stock options to virtually all non-management employees with at least 90 days of service, and shares remain outstanding for the following broad-based stock option grants:

Date of broad-based grant	Shares granted (millions)	Exercise price per share	Shares outstanding as of May 31, 2011 (millions)	Vesting schedule
April 2004	1.7	$ 37.72	0.7	25% each April in 2005 through 2008
October 2006	2.0	$ 37.32	1.2	20% each October in 2007 through 2011

Prior to fiscal 2011, each April and October, the Company had granted options to newly hired employees who met certain criteria. Beginning with grants issued in October 2005, such grants of options vest 20% per annum. Any future grants of stock-based awards are subject to the discretion of the Board.

The following table summarizes stock option activity for the three years ended May 31, 2011:

	Shares subject to options (millions)	Weighted-average exercise price per share	Weighted-average remaining contractual term (years)	Aggregate intrinsic value(1) (millions)
Outstanding as of May 31, 2008	**14.3**	**$ 35.00**		
Granted	1.0	$ 30.10		
Exercised	(0.4)	$ 23.41		
Forfeited	(0.6)	$ 36.11		
Expired	(0.3)	$ 37.56		
Outstanding as of May 31, 2009	**14.0**	**$ 34.84**		
Granted	1.4	$ 26.34		
Exercised	(0.4)	$ 23.12		
Forfeited	(0.4)	$ 33.35		
Expired	(0.4)	$ 36.18		
Outstanding as of May 31, 2010	**14.2**	**$ 34.31**		
Granted	0.5	$ 26.83		
Exercised	(0.4)	$ 28.58		
Forfeited	(0.8)	$ 29.68		
Expired	(1.0)	$ 39.41		
Outstanding as of May 31, 2011	**12.5**	**$ 34.14**	**4.6**	**$ 12.2**
Exercisable as of May 31, 2011	**10.4**	**$ 34.76**	**4.0**	**$ 5.4**

(1) Market price of the underlying stock as of May 31, 2011 less the exercise price.

Other information pertaining to stock option grants is as follows:

In millions, except per share amounts	Year ended May 31, 2011	2010	2009
Weighted-average grant-date fair value of stock options granted (per share)	$ 4.02	$ 4.37	$ 6.52
Total intrinsic value of stock options exercised	$ 1.9	$ 1.4	$ 2.6
Total grant-date fair value of stock options vested	$ 20.0	$ 19.0	$ 25.8

The fair value of stock option grants was estimated at the date of grant using a Black-Scholes option pricing model. The weighted-average assumptions used for valuation under the Black-Scholes model are as follows:

	Year ended May 31,		
	2011	2010	2009
Risk-free interest rate	2.2%	3.0%	3.2%
Dividend yield	4.2%	4.5%	3.6%
Volatility factor	.24	.28	.28
Expected option life in years	6.5	6.3	6.3

Risk-free interest rates are yields for zero coupon U.S. Treasury notes maturing approximately at the end of the expected option life. The estimated volatility factor is based on a combination of historical volatility using weekly stock prices over a period equal to the expected option life and implied market volatility. The expected option life is based on historical exercise behavior.

The Company has determined that the Black-Scholes option pricing model, as well as the underlying assumptions used in its application, are appropriate in estimating the fair value of its stock option grants. The Company periodically assesses its assumptions as well as its choice of valuation model, and will reconsider use of this model if additional information becomes available in the future indicating that another model would provide a more accurate estimate of fair value, or if characteristics of future grants would warrant such a change.

Restricted stock awards: The Board has approved grants of restricted stock awards to the Company's officers and outside directors in accordance with the 2002 Plan. All shares underlying awards of restricted stock are restricted in that they are not transferable until they vest. The recipients of the restricted stock have voting rights and earn dividends, which are paid to the recipient at the time of vesting of the awards. If the recipient leaves Paychex prior to the vesting date for any reason, the shares of restricted stock and the dividends accrued on those shares will be forfeited and returned to Paychex.

For restricted stock awards granted to officers prior to July 2010, the shares vest upon the fifth anniversary of the grant date provided the recipient is still an employee of the Company on that date. These awards have a provision for the acceleration of vesting based on achievement of performance targets established by the Board. If the established targets are met for a fiscal year, up to one-third of the award may vest. If all the targets are met for three consecutive years, the award will be fully vested. Beginning in July 2010, time-vested restricted stock awards were granted to officers, which vest one-third per annum over three years. For grants to outside directors prior to October 2010, the shares vest on the third anniversary of the grant date. Beginning in October, 2010, restricted stock granted to outside directors vest on the one-year anniversary of the grant date. The fair value of restricted stock awards is equal to the closing market price of the underlying common stock as of the date of grant and is expensed over the requisite service period on a straight-line basis.

The following table summarizes restricted stock activity for the three years ended May 31, 2011:

In millions, except per share amounts	Restricted shares		Weighted-average grant-date fair value per share
Nonvested as of May 31, 2008	**0.2**	**$**	**41.48**
Granted	0.1	$	31.76
Vested	(0.1)	$	39.82
Forfeited	—	$	36.81
Nonvested as of May 31, 2009	**0.2**	**$**	**36.74**
Granted	0.2	$	24.60
Vested	—	$	35.79
Forfeited	—	$	32.66
Nonvested as of May 31, 2010	**0.4**	**$**	**31.95**
Granted	0.1	$	26.40
Vested	(0.1)	$	35.60
Forfeited	(0.1)	$	30.02
Nonvested as of May 31, 2011	**0.3**	**$**	**29.88**

Restricted stock units: Beginning in July 2007, the Board approved grants of restricted stock units (“RSUs”) to non-officer management as a replacement of non-qualified stock options. RSUs do not have voting rights or earn dividend equivalents during the vesting period. These awards vest 20% per annum over five years with a small population of awards vesting on the fourth anniversary of the grant date. The fair value of RSUs is equal to the closing market price of the underlying common stock as of the date of grant, adjusted for the present value of expected dividends over the vesting period.

The following table summarizes RSU activity for the three years ended May 31, 2011:

In millions, except per share amounts	RSUs		Weighted-average grant-date fair value per share
Nonvested as of May 31, 2008	**0.4**	**$**	**40.60**
Granted	0.6	$	28.30
Vested	(0.1)	$	40.60
Forfeited	—	$	34.65
Nonvested as of May 31, 2009	**0.9**	**$**	**32.93**
Granted	0.6	$	20.62
Vested	(0.2)	$	34.01
Forfeited	(0.1)	$	28.88
Nonvested as of May 31, 2010	**1.2**	**$**	**27.39**
Granted	0.6	$	21.52
Vested	(0.3)	$	28.96
Forfeited	(0.1)	$	25.08
Nonvested as of May 31, 2011	**1.4**	**$**	**24.83**

Performance shares: Beginning in July 2010, the Board approved grants of performance shares to officers and directors. These awards have a two-year performance period, after which the amount of restricted shares earned will be determined based on achievement against performance targets established at the time of Board approval of the awards. The restricted shares earned will then be subject to a one-year service period until the restrictions lapse. Performance shares do not have voting rights or earn dividend equivalents during the performance period. The fair value of performance shares is equal to the closing market price of the underlying common stock as of the date of grant, adjusted for the present value of expected dividends over the performance period.

The following table summarizes performance share activity for the three years ended May 31, 2011:

In millions, except per share amounts	Performance shares	Weighted-average grant-date fair value per share
Unearned performance shares as of May 31, 2010	—	$ —
Granted(1)	0.1	$ 23.85
Forfeited	—	$ 23.55
Unearned performance shares as of May 31, 2011	**0.1**	**$ 23.90**

(1) Performance shares granted assuming achievement of performance goals at target. Actual amount of shares to be earned may differ from this amount.

Non-compensatory employee benefit plan: The Company offers an Employee Stock Purchase Plan to all employees under which the Company's common stock can be purchased through a payroll deduction with no discount to the market price and no look-back provision. All transactions occur directly through the Company's transfer agent and no brokerage fees are charged to employees, except for when stock is sold. The plan has been deemed non-compensatory and therefore, no stock-based compensation costs have been recognized for fiscal years 2011, 2010, or 2009 related to this plan.

Note E — Funds Held for Clients and Corporate Investments

Funds held for clients and corporate investments are as follows:

	May 31, 2011			
In millions	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Type of issue:				
Money market securities and other cash equivalents	$ 1,372.9	$ —	$ —	$ 1,372.9
Available-for-sale securities:				
General obligation municipal bonds	1,017.5	33.1	(0.1)	1,050.5
Pre-refunded municipal bonds(1)	470.5	14.2	—	484.7
Revenue municipal bonds	361.6	12.1	—	373.7
Variable rate demand notes	828.3	—	—	828.3
Total available-for-sale securities	2,677.9	59.4	(0.1)	2,737.2
Other	8.3	0.6	—	8.9
Total funds held for clients and corporate investments	**$ 4,059.1**	**$ 60.0**	**$ (0.1)**	**$ 4,119.0**

In millions	May 31, 2010 Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Type of issue:				
Money market securities and other cash equivalents	$ 1,754.5	$ —	$ —	$ 1,754.5
Available-for-sale securities:				
General obligation municipal bonds	951.1	33.7	(0.3)	984.5
Pre-refunded municipal bonds(1)	539.8	19.5	—	559.3
Revenue municipal bonds	368.0	13.8	(0.1)	381.7
Variable rate demand notes	226.3	—	—	226.3
Total available-for-sale securities	2,085.2	67.0	(0.4)	2,151.8
Other	7.5	—	(0.2)	7.3
Total funds held for clients and corporate investments	**$ 3,847.2**	**$ 67.0**	**$ (0.6)**	**$ 3,913.6**

(1) Pre-refunded municipal bonds are secured by an escrow fund of U.S. government obligations.

Included in money market securities and other cash equivalents as of May 31, 2011 and May 31, 2010 are U.S. agency discount notes, government money market funds, and bank demand deposit accounts. In addition, included in other cash equivalents as of May 31, 2011 was a municipal bond with a maturity of less than 90 days when acquired.

Classification of investments on the Consolidated Balance Sheets is as follows:

In millions	May 31, 2011	May 31, 2010
Funds held for clients	$ 3,566.7	$ 3,541.0
Corporate investments	345.0	82.5
Long-term corporate investments	207.3	290.1
Total funds held for clients and corporate investments	**$ 4,119.0**	**$ 3,913.6**

The Company is exposed to credit risk in connection with these investments through the possible inability of borrowers to meet the terms of their bonds. In addition, the Company is exposed to interest rate risk, as rate volatility will cause fluctuations in the fair value of held investments and in the earnings potential of future investments. The Company's investment strategy focuses on optimizing liquidity and protecting principal. The Company invests primarily in high credit quality securities with AAA and AA ratings and short-term securities with A-1/P-1 ratings. It limits the amounts that can be invested in any single issuer, and invests in short- to intermediate-term instruments whose fair value is less sensitive to interest rate changes. All the investments held as of May 31, 2011 were traded in active markets. The Company has not and does not utilize derivative financial instruments to manage interest rate risk.

The Company's available-for-sale securities reflected a net unrealized gain of $59.3 million as of May 31, 2011 compared with a net unrealized gain of $66.6 million as of May 31, 2010. Included in the net unrealized gain as of May 31, 2011 and 2010, respectively, were 15 and 23 available-for-sale securities in an unrealized loss position. The securities in an unrealized loss position were as follows:

	May 31, 2011					
	Less than twelve months		More than twelve months		Total	
In millions	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value
Type of issue:						
General obligation municipal bonds	$ (0.1)	$ 37.3	$ —	$ —	$ (0.1)	$ 37.3
Pre-refunded municipal bonds	—	—	—	—	—	—
Revenue municipal bonds	—	14.4	—	—	—	14.4
Total	**$ (0.1)**	**$ 51.7**	$ —	$ —	**$ (0.1)**	**$ 51.7**

	May 31, 2010					
	Less than twelve months		More than twelve months		Total	
In millions	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value
Type of issue:						
General obligation municipal bonds	$ (0.3)	$ 44.0	$ —	$ —	$ (0.3)	$ 44.0
Pre-refunded municipal bonds	—	4.1	—	—	—	4.1
Revenue municipal bonds	(0.1)	25.5	—	—	(0.1)	25.5
Total	**$ (0.4)**	**$ 73.6**	$ —	$ —	**$ (0.4)**	**$ 73.6**

The Company regularly reviews its investment portfolios to determine if any investment is other-than-temporarily impaired due to changes in credit risk or other potential valuation concerns. The Company believes that the investments held as of May 31, 2011 were not other-than-temporarily impaired. While $51.7 million of available-for-sale securities had fair values that were below amortized cost, the Company believes that it is probable that the principal and interest will be collected in accordance with contractual terms, and that the unrealized loss on these securities of $0.1 million was due to changes in interest rates and was not due to increased credit risk or other valuation concerns. All of the securities in an unrealized loss position as of May 31, 2011 and 2010 held an AA rating or better. The Company intends to hold these investments until the recovery of their amortized cost basis or maturity, and further believes that it is more-likely-than-not that it will not be required to sell these investments prior to that time. The Company's assessment that an investment is not other-than-temporarily impaired could change in the future due to new developments or changes in the Company's strategies or assumptions related to any particular investment.

Realized gains and losses from the sale of available-for-sale securities were as follows:

	Year ended May 31,		
In millions	2011	2010	2009
Gross realized gains	$ 1.3	$ 3.2	$ 1.2
Gross realized losses	—	—	(0.1)
Net realized gains	**$ 1.3**	**$ 3.2**	**$ 1.1**

The amortized cost and fair value of available-for-sale securities that had stated maturities as of May 31, 2011 are shown below by contractual maturity. Expected maturities can differ from contractual maturities because borrowers may have the right to prepay obligations without prepayment penalties.

	May 31, 2011	
In millions	Amortized cost	Fair value
Maturity date:		
Due in one year or less	$ 408.7	$ 412.3
Due after one year through three years	603.0	626.9
Due after three years through five years	570.8	592.7
Due after five years	1,095.4	1,105.3
Total	**$ 2,677.9**	**$ 2,737.2**

VRDNs are primarily categorized as due after five years in the table above as the contractual maturities on these securities are typically 20 to 30 years. Although these securities are issued as long-term securities, they are priced and traded as short-term instruments because of the liquidity provided through the tender feature.

Note F — Fair Value Measurements

The carrying values of cash and cash equivalents, accounts receivable, net of allowance for doubtful accounts, and accounts payable approximate fair value due to the short maturities of these instruments. Marketable securities included in funds held for clients and corporate investments consist primarily of securities classified as available-for-sale and are recorded at fair value on a recurring basis.

The accounting standards related to fair value measurements include a hierarchy for information and valuations used in measuring fair value that is broken down into three levels based on reliability, as follows:

- Level 1 valuations are based on quoted prices in active markets for identical instruments that the Company has the ability to access.
- Level 2 valuations are based on quoted prices for similar, but not identical, instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; or other significant observable inputs besides quoted prices.
- Level 3 valuations are based on information that is unobservable and significant to the overall fair value measurement.

The Company's financial assets and liabilities measured at fair value on a recurring basis were as follows:

In millions	May 31, 2011 Carrying value (Fair value)	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets:				
Available-for-sale securities:				
General obligation municipal bonds	$ 1,050.5	$ —	$ 1,050.5	$ —
Pre-refunded municipal bonds	484.7	—	484.7	—
Revenue municipal bonds	373.7	—	373.7	—
Variable rate demand notes	828.3	—	828.3	—
Total available-for-sale securities	$ 2,737.2	$ —	$ 2,737.2	$ —
Other securities	$ 8.9	$ 8.9	$ —	$ —
Liabilities:				
Other long-term liabilities	$ 8.9	$ 8.9	$ —	$ —

In millions	May 31, 2010 Carrying value (Fair value)	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets:				
Available-for-sale securities:				
General obligation municipal bonds	$ 984.5	$ —	$ 984.5	$ —
Pre-refunded municipal bonds	559.3	—	559.3	—
Revenue municipal bonds	381.7	—	381.7	—
Variable rate demand notes	226.3	—	226.3	—
Total available-for-sale securities	$ 2,151.8	$ —	$ 2,151.8	$ —
Other securities	$ 7.3	$ 7.3	$ —	$ —
Liabilities:				
Other long-term liabilities	$ 7.3	$ 7.3	$ —	$ —

In determining the fair value of its assets and liabilities, the Company predominately uses the market approach. In determining the fair value of its available-for-sale securities, the Company utilizes the Interactive Data Pricing service. Other securities are mutual fund investments, consisting of participants' eligible deferral contributions under the Company's non-qualified and unfunded deferred compensation plans. The related liability is reported as other long-term liabilities. The mutual funds are valued based on quoted market prices in active markets.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Table of Contents

Note G — Property and Equipment, Net of Accumulated Depreciation

The components of property and equipment, at cost, consisted of the following:

In millions	May 31, 2011	May 31, 2010
Land and improvements	$ 7.0	$ 5.8
Buildings and improvements	95.2	82.5
Data processing equipment	204.6	186.8
Software	231.2	182.6
Furniture, fixtures, and equipment	152.0	147.1
Leasehold improvements	93.3	91.4
Construction in progress	20.9	17.9
Total property and equipment, gross	804.2	714.1
Less: Accumulated depreciation and amortization	495.5	444.8
Property and equipment, net of accumulated depreciation	**$ 308.7**	**$ 269.3**

Depreciation expense was $68.4 million, $65.4 million, and $64.8 million for fiscal years 2011, 2010, and 2009, respectively.

Note H — Goodwill and Intangible Assets, Net of Accumulated Amortization

The Company had goodwill balances on its Consolidated Balance Sheets of $513.7 million as of May 31, 2011, and $421.6 million as of May 31, 2010. The increase in goodwill since May 31, 2010 was the result of the acquisition of two software-as-a-service companies in fiscal 2011. The acquisition of SurePayroll resulted in $84.6 million of goodwill and the acquisition of ePlan resulted in $7.5 million of goodwill.

The Company has certain intangible assets with finite lives. The components of intangible assets, at cost, consisted of the following:

In millions	May 31, 2011	May 31, 2010
Client lists	$ 223.4	$ 194.4
Other intangible assets	2.0	1.1
Total intangible assets, gross	225.4	195.5
Less: Accumulated amortization	148.2	133.9
Intangible assets, net of accumulated amortization	**$ 77.2**	**$ 61.6**

The increase in intangible assets from May 31, 2010 to May 31, 2011 is largely attributable to the acquisitions of SurePayroll and ePlan. Amortization expense relating to intangible assets was $20.3 million, $21.1 million, and $21.0 million for fiscal years 2011, 2010, and 2009, respectively.

The estimated amortization expense for the next five fiscal years relating to intangible asset balances is as follows:

In millions Year ending May 31,	Estimated amortization expense
2012	$ 22.9
2013	$ 17.7
2014	$ 12.7
2015	$ 9.0
2016	$ 6.2

Note I — Income Taxes

The components of deferred tax assets and liabilities are as follows:

In millions	May 31, 2011	May 31, 2010
Deferred tax assets:		
Compensation and employee benefit liabilities	16.3	14.7
Other current liabilities	9.4	8.3
Tax credit carry forward	27.4	22.5
Depreciation	6.7	12.0
Stock-based compensation	29.8	25.2
Other	18.2	7.6
Gross deferred tax assets	**107.8**	**90.3**
Deferred tax liabilities:		
Capitalized software	33.2	27.6
Depreciation	16.6	0.1
Intangible assets	32.5	27.7
Revenue not subject to current taxes	10.0	10.5
Unrealized gains on available-for-sale securities	21.7	24.1
Other	0.5	0.2
Gross deferred tax liabilities	**114.5**	**90.2**
Net deferred tax (liability)/asset	**$ (6.7)**	**$ 0.1**

The components of the provision for income taxes are as follows:

In millions	Year ended May 31, 2011	2010	2009
Current:			
Federal	$ 234.0	$ 230.2	$ 256.1
State	29.3	26.0	24.4
Total current	**263.3**	**256.2**	**280.5**
Deferred:			
Federal	12.0	(3.9)	(1.3)
State	1.6	—	(0.6)
Total deferred	**13.6**	**(3.9)**	**(1.9)**
Provision for income taxes	**$ 276.9**	**$ 252.3**	**$ 278.6**

A reconciliation of the U.S. federal statutory tax rate to the Company's effective income tax rate is as follows:

	Year ended May 31, 2011	2010	2009
Federal statutory tax rate	35.0%	35.0%	35.0%
Increase/(decrease) resulting from:			
State income taxes, net of federal tax benefit	2.5	2.3	1.9
Tax-exempt municipal bond interest	(2.2)	(2.7)	(2.6)
Other items	(0.3)	—	—
Effective income tax rate	**35.0%**	**34.6%**	**34.3%**

Uncertain income tax positions: The Company maintains a reserve for uncertain tax positions. As of May 31, 2011 and May 31, 2010, the total reserve for uncertain tax positions was $34.4 million and $27.5 million, respectively. As of May 31, 2011 and May 31, 2010, $34.1 million and $27.5 million of the total reserve for uncertain tax positions was included in long-term liabilities on the Consolidated Balance Sheets.

A reconciliation of the beginning and ending amounts of the Company's gross unrecognized tax benefits, not including interest or other potential offsetting effects, is as follows:

	Year ended May 31,		
In millions	**2011**	**2010**	**2009**
Balance as of beginning of fiscal year	**$ 35.8**	**$ 35.8**	**$ 25.7**
Additions for tax positions of the current year	6.0	0.5	10.7
Additions for tax positions of prior years	0.1	—	(0.2)
Reductions for tax positions of prior years	(0.1)	—	—
Settlements with tax authorities	—	—	(0.1)
Expiration of the statute of limitations	(0.6)	(0.5)	(0.3)
Balance as of end of fiscal year	**$ 41.2**	**$ 35.8**	**$ 35.8**

The Company is subject to U.S. federal income tax, numerous local and state tax jurisdictions within the U.S., and income taxes in Germany.

The Company believes the reserve for uncertain tax positions of $34.4 million as of May 31, 2011 adequately covers open tax years and uncertain tax positions up to and including fiscal 2011 for major taxing jurisdictions. As of May 31, 2011, $29.2 million of the $34.4 million of unrecognized tax benefits, if recognized, would impact the Company's effective income tax rate. As of May 31, 2010, substantially all of the unrecognized tax benefits, if recognized, would impact the Company's effective income tax rate.

A significant portion of the reserve relates to uncertain tax positions currently under audit by New York state for the fiscal year ended May 31, 2004 ("fiscal 2004") through fiscal 2009. On July 14, 2010, the Company received a summary of proposed tax adjustments for fiscal 2004 through the fiscal year ended May 31, 2007 from New York State, which was in excess of the reserve recorded as of May 31, 2011. The ultimate outcome of the unresolved state tax matters is uncertain and could be favorable or unfavorable to the Company. An unfavorable resolution of the uncertain tax positions in total could have a material impact on the Company's results of operations and effective income tax rate, and generate additional cash outlays in the period in which the unfavorable resolution, if any, was recognized. The tax matters that are currently under audit are not expected to have a future impact on the Company's effective income tax rate.

The Company has concluded all U.S. federal income tax matters through its fiscal year ended May 31, 2008. Fiscal 2009 and fiscal 2010 are still subject to potential audit. With limited exception, state income tax audits by taxing authorities are closed through the fiscal year ended May 31, 2006, primarily due to expiration of the statute of limitations.

The Company continues to follow its policy of recognizing interest and penalties accrued on tax positions as a component of income taxes on the Consolidated Statements of Income. The amount of accrued interest and penalties associated with the Company's tax positions is immaterial to the Consolidated Balance Sheets. The amount of interest and penalties recognized for fiscal years 2011, 2010, and 2009 was immaterial to the Company's results of operations.

Note J — Other Comprehensive (Loss)/Income

Other comprehensive (loss)/income results from items deferred on the Consolidated Balance Sheets in stockholders' equity. The following table sets forth the components of other comprehensive (loss)/income:

	Year ended May 31,		
In millions	**2011**	**2010**	**2009**
Unrealized holding (losses)/gains	$(6.0)	$ 3.1	$ 43.0
Income tax benefit/(expense) related to unrealized holding (losses)/gains	1.9	(0.6)	(16.4)
Reclassification adjustment for the net gain on sale of available-for-sale securities realized in net income	(1.3)	(3.2)	(1.1)
Income tax expense on reclassification adjustment for the net gain on sale of available-for-sale securities	0.5	1.2	0.4
Other comprehensive (loss)/income	**$(4.9)**	**$ 0.5**	**$ 25.9**

As of May 31, 2011, the accumulated other comprehensive income was $37.5 million, which was net of taxes of $21.7 million. As of May 31, 2010, the accumulated other comprehensive income was $42.4 million, which was net of taxes of $24.1 million.

Note K — Supplemental Cash Flow Information

Income taxes paid were $255.6 million, $258.0 million, and $261.8 million for fiscal years 2011, 2010, and 2009, respectively.

Note L — Employee Benefit Plans

401(k) plan: The Company maintains a contributory savings plan that qualifies under section 401(k) of the Internal Revenue Code. The Paychex, Inc. 401(k) Incentive Retirement Plan (the "Plan") allows all employees to immediately participate in the salary deferral portion of the Plan, contributing up to a maximum of 50% of their salary, subject to Internal Revenue Service limitations. Employees who have completed one year of service are eligible to receive a company matching contribution, when such contribution is in effect. Prior to April 2009, the Company matched up to 100% of the first 3% of eligible pay and up to 50% of the next 2% of eligible pay that an employee contributed to the Plan. Effective April 3, 2009, the Company suspended the employer matching contribution. A matching contribution was reinstated in the amount of 50% of up to 4% of eligible pay that an employee contributes to the Plan for pay dates on or after January 1, 2011.

The Plan is 100% participant-directed. Plan participants can fully diversify their portfolios by choosing from any or all investment fund choices in the Plan. Transfers in and out of investment funds, including the Paychex, Inc. Employee Stock Ownership Plan (ESOP) Stock Fund, are not restricted, with the exception of certain restricted trading periods for individuals designated as insiders as specified in the Company's Insider Trading Policy. The Company match contribution, when in effect, follows the same fund elections as the employee compensation deferrals.

Company contributions to the Plan for fiscal 2011 and fiscal 2009 were $3.5 million and $14.3 million, respectively. There were no Company contributions to the Plan for fiscal 2010 due to the suspension of the employer matching contribution at that time.

Deferred compensation plans: The Company offers non-qualified and unfunded deferred compensation plans to a select group of key employees, executive officers, and outside directors. Eligible employees are provided with the opportunity to defer up to 50% of their annual base salary and bonus and outside directors to defer 100% of their Board cash compensation. Gains and losses are credited based on the participant's election of a variety of investment choices. The Company does not match any participant deferral or guarantee its return. Distributions are paid at one of the following dates selected by the participant: the participant's termination date, the date the participant retires from any active employment, or a designated specific date. In fiscal 2009, participants were allowed to make a one-time election for a distribution under the Internal Revenue Service Section 409A transition rules. The amounts accrued under these plans were $8.9 million and $7.3 million as of May 31, 2011 and May 31, 2010, respectively, and are reflected in other long-term liabilities on the accompanying Consolidated Balance Sheets.

Note M — Commitments and Contingencies

Lines of credit: As of May 31, 2011, the Company had unused borrowing capacity available under four uncommitted, secured, short-term lines of credit at market rates of interest with financial institutions as follows:

Financial institution	Amount available	Expiration date
JP Morgan Chase Bank, N.A.	$350 million	February 2012
Bank of America, N.A.	$250 million	February 2012
PNC Bank, National Association	$150 million	February 2012
Wells Fargo Bank, National Association	$150 million	February 2012

The credit facilities are evidenced by promissory notes and are secured by separate pledge security agreements by and between Paychex and each of the financial institutions (the "Lenders"), pursuant to which the Company has granted each of the Lenders a security interest in certain investment securities accounts. The collateral is maintained in a pooled custody account pursuant to the terms of a control agreement and is to be administered under an intercreditor agreement among the Lenders. Under certain circumstances, individual Lenders may require that collateral be transferred from the pooled account into segregated accounts for the benefit of such individual Lenders.

The primary uses of the lines of credit would be to meet short-term funding requirements related to deposit account overdrafts and client fund obligations arising from electronic payment transactions on behalf of clients in the ordinary course of business, if necessary. No amounts were outstanding against these lines of credit during fiscal 2011 or as of May 31, 2011.

JP Morgan Chase Bank, N.A. and Bank of America, N.A. are also parties to the Company's irrevocable standby letters of credit, which are discussed below.

Letters of credit: The Company had irrevocable standby letters of credit outstanding totaling $47.4 million and $50.3 million as of May 31, 2011 and May 31, 2010, respectively, required to secure commitments for certain insurance policies. The letters of credit expire at various dates between July 2011 and December 2011, and are collateralized by securities held in the Company's investment portfolios. No amounts were outstanding on these letters of credit during fiscal 2011 or as of May 31, 2011. Subsequent to May 31, 2011, the letter of credit expiring in July 2011 was renewed and will expire in July 2012.

Contingencies: The Company is subject to various claims and legal matters that arise in the normal course of its business. These include disputes or potential disputes related to breach of contract, breach of fiduciary duty, employment-related claims, tax claims, and other matters.

The Company's management currently believes that resolution of outstanding legal matters will not have a material adverse effect on the Company's financial position or results of operations. However, legal matters are subject to inherent uncertainties and there exists the possibility that the ultimate resolution of these matters could have a material adverse impact on the Company's financial position and the results of operations in the period in which any such effect is recorded.

Lease commitments: The Company leases office space and data processing equipment under terms of various operating leases. Rent expense for fiscal years 2011, 2010, and 2009 was $45.4 million, $46.9 million, and

$46.6 million, respectively. As of May 31, 2011, future minimum lease payments under various non-cancelable operating leases with terms of more than one year are as follows:

In millions Year ending May 31,	Minimum lease payments
2012	$ 39.4
2013	$ 31.6
2014	$ 25.0
2015	$ 20.2
2016	$ 13.3
Thereafter	$ 20.5

Other commitments: As of May 31, 2011, the Company had outstanding commitments under purchase orders and legally binding contractual arrangements with minimum future payment obligations of approximately $72.4 million, including $6.0 million of commitments to purchase capital assets. These minimum future payment obligations relate to the following fiscal years:

In millions Year ending May 31,	Minimum payment obligation
2012	$ 44.2
2013	$ 14.5
2014	$ 6.8
2015	$ 3.4
2016	$ 2.4
Thereafter	$ 1.1

In the normal course of business, the Company makes representations and warranties that guarantee the performance of services under service arrangements with clients. Historically, there have been no material losses related to such guarantees. In addition, the Company has entered into indemnification agreements with its officers and directors, which require the Company to defend and, if necessary, indemnify these individuals for certain pending or future claims as they relate to their services provided to the Company. The Company guarantees performance of service on annual maintenance contracts for clients who financed their service contracts through a third party.

Paychex currently self-insures the deductible portion of various insured exposures under certain employee benefit plans. The Company's estimated loss exposure under these insurance arrangements is recorded in other current liabilities on the Consolidated Balance Sheets. Historically, the amounts accrued have not been material. The Company also maintains insurance coverage in addition to its purchased primary insurance policies for gap coverage for employment practices liability, errors and omissions, warranty liability, theft and embezzlement, and acts of terrorism; and capacity for deductibles and self-insured retentions through its captive insurance company.

Note N — Related Parties

During fiscal years 2011, 2010, and 2009, the Company purchased approximately $5.7 million, $3.2 million, and $4.5 million, respectively, of data processing equipment and software from EMC Corporation. The Chairman, President, and Chief Executive Officer of EMC Corporation is a member of the Company's Board.

During fiscal years 2011, 2010, and 2009, the Company purchased approximately $1.8 million, $1.5 million, and $0.2 million, respectively, of office supplies from Staples, Inc. The President of Staples North American Delivery, one of Staples' three business segments, is a member of the Company's Board.

PAYCHEX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

During fiscal years 2011, 2010, and 2009, the Company purchased approximately $0.4 million, $0.4 million, and $0.5 million, respectively, of services from Dun & Bradstreet Corporation. Jonathan J. Judge, the Company's former President and Chief Executive Officer and former director, is a member of the Board of Directors of Dun & Bradstreet Corporation.

Note O — Quarterly Financial Data (Unaudited)
In millions, except per share amounts

Fiscal 2011	Three Months Ended August 31	November 30	February 28	May 31	Full Year
Service revenue	506.2	500.0	$ 519.6	$ 510.4	$ 2,036.2
Interest on funds held for clients	12.1	12.0	11.7	12.3	48.1
Total revenue	518.3	512.0	531.3	522.7	2,084.3
Operating income	200.8	203.9	198.9	182.8	786.4
Investment income, net	1.4	1.5	1.5	1.4	5.8
Income before income taxes	202.2	205.4	200.4	184.2	792.2
Income taxes	70.3	71.5	69.8	65.3	276.9
Net income	$ 131.9	$ 133.9	$ 130.6	$ 118.9	$ 515.3
Basic earnings per share(1)	$ 0.36	$ 0.37	$ 0.36	$ 0.33	$ 1.42
Diluted earnings per share(1)	$ 0.36	$ 0.37	$ 0.36	$ 0.33	$ 1.42
Weighted-average common shares outstanding	361.6	361.7	361.8	362.0	361.8
Weighted-average common shares outstanding, assuming dilution	362.0	362.1	362.6	363.0	362.4
Cash dividends per common share	$ 0.31	$ 0.31	$ 0.31	$ 0.31	$ 1.24
Total net realized gains(2)	$ 0.1	$ 0.2	$ 0.1	$ 0.9	$ 1.3

Table of Contents

	Three Months Ended				
Fiscal 2010	August 31	November 30	February 28(3)	May 31	Full Year
Service revenue	$ 486.5	$ 483.0	$ 493.8	$ 482.5	$ 1,945.8
Interest on funds held for clients	13.7	13.6	14.0	13.7	55.0
Total revenue	500.2	496.6	507.8	496.2	2,000.8
Operating income	189.9	193.1	168.2	173.6	724.8
Investment income, net	0.9	1.1	1.2	1.3	4.5
Income before income taxes	190.8	194.2	169.4	174.9	729.3
Income taxes	67.2	68.3	57.4	59.4	252.3
Net income	$ 123.6	$ 125.9	$ 112.0	$ 115.5	$ 477.0
Basic earnings per share(1)	$ 0.34	$ 0.35	$ 0.31	$ 0.32	$ 1.32
Diluted earnings per share(1)	$ 0.34	$ 0.35	$ 0.31	$ 0.32	$ 1.32
Weighted-average common shares outstanding	361.2	361.4	361.4	361.5	361.4
Weighted-average common shares outstanding, assuming dilution	361.4	361.7	361.9	362.0	361.7
Cash dividends per common share	$ 0.31	$ 0.31	$ 0.31	$ 0.31	$ 1.24
Total net realized gains(2)	$ 0.3	$ 0.7	$ 1.3	$ 0.9	$ 3.2

(1) Each quarter is a discrete period and the sum of the four quarters' basic and diluted earnings per share amounts may not equal the full year amount.

(2) Total net realized gains on the combined funds held for clients and corporate investment portfolios.

(3) Includes an expense charge of $18.7 million to increase the litigation reserve.

Schedule II — Valuation and Qualifying Accounts

PAYCHEX, INC.

CONSOLIDATED FINANCIAL STATEMENT SCHEDULE
FOR THE YEAR ENDED MAY 31,
In millions

Description	Balance as of beginning of year	Additions charged to expenses	Additions to other accounts(1)	Costs and deductions(2)	Balance as of end of year
2011					
Allowance for doubtful accounts	$ 1.9	$ 1.8	$ 0.4	$ 2.0	$ 2.1
Reserve for client fund losses	$ 2.6	$ 1.9	$ —	$ 2.7	$ 1.8
2010					
Allowance for doubtful accounts	$ 4.0	$ 2.6	$ —	$ 4.7	$ 1.9
Reserve for client fund losses	$ 3.2	$ 3.5	$ —	$ 4.1	$ 2.6
2009					
Allowance for doubtful accounts	$ 4.1	$ 2.9	$ —	$ 3.0	$ 4.0
Reserve for client fund losses	$ 2.9	$ 4.4	$ —	$ 4.1	$ 3.2

(1) Acquired in purchase transactions.

(2) Uncollectible amounts written off, net of recoveries. For fiscal 2010, this column includes the amount disposed of with the divestiture of Stromberg, an immaterial component of the Company.

Item 9. ***Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

None.

Item 9A. ***Controls and Procedures***

Disclosure Controls and Procedures and Internal Control Over Financial Reporting: Disclosure controls and procedures are designed with the objective of ensuring that information required to be disclosed in the Company's reports filed under the Exchange Act, such as this report, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures are also designed with the objective of ensuring that such information is accumulated and communicated to the Company's management, including the Company's principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures: As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's principal executive officer and principal financial officer, of the effectiveness of disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. Based on such evaluation, the Company's principal executive officer and principal financial officer have concluded that as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective.

Changes in Internal Controls Over Financial Reporting: The Company also carried out an evaluation of the internal control over financial reporting to determine whether any changes occurred during the period covered by this report. Based on such evaluation, there has been no changes in the Company's internal controls over financial reporting that occurred during the Company's most recently completed fiscal quarter ended May 31, 2011, that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

The Report on Management's Assessment of Internal Control Over Financial Reporting and the Report of Independent Registered Public Accounting Firm are incorporated herein by reference from Part II, Item 8 of this Form 10-K.

Item 9B. *Other Information*

None.

PART III

Item 10. *Directors, Executive Officers and Corporate Governance*

The following table shows the executive officers of the Company as of May 31, 2011, and information regarding their positions and business experience. Such executive officers hold principal policy-making powers at the Company.

Name	Age	Position and business experience
Martin Mucci	51	Mr. Mucci has served as President and Chief Executive Officer of the Company since September 2010. Mr. Mucci joined the Company in 2002 as Senior Vice President, Operations. Prior to joining Paychex, he held senior level positions with Frontier Telephone of Rochester, a telecommunications company, during his 20-year career. Mr. Mucci is a director of Cbeyond, Inc. He also serves as a director of the Company and is chairman of the Executive Committee.
John M. Morphy	63	Mr. Morphy joined the Company in October 1995 and was named Senior Vice President in October 2002. He was named Chief Financial Officer and Secretary in October 1996. Prior to joining the Company, he served as Chief Financial Officer and in other senior management capacities for over ten years at Goulds Pumps, Incorporated, a pump manufacturer.
Jennifer Vossler	48	Ms. Vossler joined the Company in May 2009 as Vice President and Controller. Prior to joining the Company, she served as Vice President and Corporate Controller, and held various executive and senior management positions during her eleven years at Bausch & Lomb Incorporated, a world leader in the development, manufacture, and marketing of eye health products. Previously in her career, she held leadership roles with a global facilities management outsourcing company and a public accounting firm.
Laurie L. Zaucha	46	Ms. Zaucha joined the Company in March 2011 and was named Vice President of Human Resources and Organizational Development. Prior to joining the Company, she served as Senior Vice President of Human Resources for Paetec Holding Corp., a Fortune 1000 telecommunications company, from 2007 to 2011. From 2003 to 2007, she worked for Bausch & Lomb Incorporated, first as Vice President of Human Resources for the U.S., Canada, and Latin America, and then as Vice President of Global Compensation and Benefits.

On May 4, 2011, the Company announced the appointment of Efrain Rivera as Senior Vice President, Chief Financial Officer and Treasurer, effective June 1, 2011. Mr. Morphy, who previously held that position, was appointed to serve as Vice President of Finance effective June 1, 2011 and will continue to perform the functions of the Company's principal financial officer until July 31, 2011, following which Mr. Rivera will assume those responsibilities. Mr. Morphy has announced his intent to retire from the Company, which is expected to occur in January 2012.

The additional information required by this item is set forth in the Company's Definitive Proxy Statement for its 2011 Annual Meeting of Stockholders, anticipated to be held on October 11, 2011, in the sections "PROPOSAL 1 — ELECTION OF DIRECTORS FOR A ONE-YEAR TERM," "CORPORATE GOVERNANCE," "SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE," and "CODE OF BUSINESS ETHICS AND CONDUCT" and is incorporated herein by reference.

Item 11. ***Executive Compensation***

The information required by this item is set forth in the Company's Definitive Proxy Statement for its 2011 Annual Meeting of Stockholders, anticipated to be held on October 11, 2011, in the sections "COMPENSATION DISCUSSION AND ANALYSIS," "NAMED EXECUTIVE OFFICER COMPENSATION," and "DIRECTOR COMPENSATION FOR THE FISCAL YEAR ENDED MAY 31, 2011," and is incorporated herein by reference.

Item 12. ***Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

The information required by this item is set forth below and in the Company's Definitive Proxy Statement for its 2011 Annual Meeting of Stockholders, anticipated to be held October 11, 2011, under the section "SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT," and is incorporated herein by reference.

The Company maintains equity compensation plans in the form of stock incentive plans. Under the Paychex, Inc. 2002 Stock Incentive Plan, as amended and restated (the "2002 Plan"), non-qualified or incentive stock options, restricted stock, restricted stock units, and performance shares have been awarded to employees and the Board of Directors (the "Board"). The 2002 Plan was adopted on July 7, 2010 by the Board and became effective upon stockholder approval at the Company's Annual Meeting of Stockholders held on October 13, 2010. There are previously granted options to purchase shares under the Paychex, Inc. 1998 Stock Incentive Plan that remain outstanding as of May 31, 2011. There will not be any new grants under that expired plan. Refer to Note D of the Notes to Consolidated Financial Statements, contained in Item 8 of this Form 10-K, for more information on the Company's stock incentive plans.

The following table details information on securities authorized for issuance under the Company's stock incentive plans as of May 31, 2011:

In millions, except per share amounts	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	12.0	$ 34.30	24.8
Equity compensation plans not approved by security holders	0.5	$ 30.68	—
Total	12.5	$ 34.14	24.8

Item 13. ***Certain Relationships and Related Transactions, and Director Independence***

The information required by this item is set forth in the Company's Definitive Proxy Statement for its 2011 Annual Meeting of Stockholders, anticipated to be held on October 11, 2011, under the sub-headings "Board of Directors Committees" and "Policy on Transactions with Related Persons" within the section "CORPORATE GOVERNANCE," and is incorporated herein by reference.

Item 14. ***Principal Accounting Fees and Services***

The information required by this item is set forth in the Company's Definitive Proxy Statement for its 2011 Annual Meeting of Stockholders, anticipated to be held on October 11, 2011, under the section "PROPOSAL 4 — RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM," and is incorporated herein by reference.

PART IV

Item 15. ***Exhibits and Financial Statement Schedules***

(a) Financial Statements, Financial Statement Schedules, and Exhibits

1. Financial Statements
See Financial Statements and Supplementary Data Table of Contents at page 31.
2. Financial Statement Schedules
Financial statement schedules required to be filed by Item 8 of this Form 10-K include Schedule II — Valuation and Qualifying Accounts. See Financial Statements and Supplementary Data Table of Contents at page 31. All other schedules are omitted as the required matter is not present, the amounts are not significant, or the information is shown in the financial statements or the notes thereto.
3. Exhibits

	(3)(a)	Restated Certificate of Incorporation, incorporated herein by reference from Exhibit 3(a) to the Company's Form 10-K filed with the Commission on July 20, 2004.
	(3)(b)	Bylaws, as amended, incorporated herein by reference from Exhibit 3(b) to the Company's Form 10-K filed with the Commission on July 21, 2006.
#	(10.1)	Paychex, Inc. 1998 Stock Incentive Plan, incorporated herein by reference from Exhibit 4.1 to the Company's Registration Statement on Form S-8, No. 333-65191.
#	(10.2)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 13, 2010), incorporated herein by reference from Exhibit 4.1 to the Company's Registration Statement on Form S-8, No. 333-170871.
#	(10.3)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 12, 2005) Award Agreement for Non-Qualified Stock Options, incorporated herein by reference from Exhibit 10.3 to the Company's Form 8-K filed with the Commission on October 17, 2005.
#	(10.4)	Paychex, Inc. Non-Qualified Stock Option Agreement, incorporated herein by reference from Exhibit 4.1 to the Company's Registration Statement on Form S-8, No. 333-129571.
#	(10.5)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 12, 2005) 2008 Master Restricted Stock Award Agreement, incorporated herein by reference from Exhibit 10.2 to the Company's Form 8-K filed with the Commission on July 18, 2007.
#	(10.6)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 12, 2005) Restricted Stock Award Agreement, incorporated herein by reference from Exhibit 10.3 to the Company's Form 8-K filed with the Commission on July 18, 2007.
#	(10.7)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 12, 2005) 2007 Master Restricted Stock Unit Award Agreement, incorporated herein by reference from Exhibit 10.1 to the Company's Form 10-Q filed with the Commission on September 26, 2007.
#	(10.8)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 12, 2005) Restricted Stock Award Agreement, incorporated herein by reference from Exhibit 10.1 to the Company's Form 8-K filed with the Commission on July 16, 2008.
#	(10.9)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 12, 2005) Form of Non-Qualified Stock Option Award Agreement, incorporated herein by reference from Exhibit 10.2 to the Company's Form 8-K filed with the Commission on July 16, 2008.
#	(10.10)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 12, 2005) Form of Restricted Stock Unit Award Agreement, incorporated herein by reference from Exhibit 10(n) to the Company's Form 10-K filed with the Commission on July 18, 2008.
#	(10.11)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 12, 2005) Form of Restricted Stock Unit (Cliff Vest) Award Agreement, incorporated herein by reference from Exhibit 10(o) to the Company's Form 10-K filed with the Commission on July 18, 2008.

#	(10.12)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 12, 2005) Form of Restricted Stock Award Agreement for Directors, incorporated herein by reference from Exhibit 10(p) to the Company's Form 10-K filed with the Commission on July 18, 2008.
#	(10.13)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 12, 2005) Form of Non-Qualified Stock Option Agreement for Directors, incorporated herein by reference from Exhibit 10(q) to the Company's Form 10-K filed with the Commission on July 18, 2008.
#	(10.14)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 12, 2005) Form of Restricted Stock Award Agreement (Officer), incorporated herein by reference from Exhibit 10.16 to the Company's Form 10-K filed with the Commission on July 20, 2009.
#	(10.15)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 12, 2005) 2009 Non-Qualified Stock Option Award Agreement (Special Grant), incorporated herein by reference from Exhibit 10.17 to the Company's Form 10-K filed with the Commission on July 20, 2009.
#	(10.16)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 12, 2005) Form of Restricted Stock Award Agreement (Board), incorporated herein by reference from Exhibit 10.18 to the Company's Form 10-K filed with the Commission on July 20, 2009.
#	(10.17)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 12, 2005) Form of Restricted Stock Award Agreement (Officer), incorporated herein by reference from Exhibit 10.18 to the Company's Form 10-K filed with the Commission on July 16, 2010.
#	(10.18)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 12, 2005) Form of Non-Qualified Stock Option Award Agreement (Officer), incorporated herein by reference from Exhibit 10.19 to the Company's Form 10-K filed with the Commission on July 16, 2010.
#	(10.19)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 12, 2005) Form of Officer Performance Incentive Award Agreement (Long Term), incorporated herein by reference from Exhibit 10.20 to the Company's Form 10-K filed with the Commission on July 16, 2010.
*#	(10.20)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 13, 2010) Form of Non-Qualified Stock Option Award Agreement (Board).
*#	(10.21)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 13, 2010) Form of Restricted Stock Award Agreement (Board).
*#	(10.22)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 13, 2010) Form of Restricted Stock Unit (Special Retention) Award Agreement.
*#	(10.23)	Paychex, Inc. 2002 Stock Incentive Plan (as amended and restated effective October 13, 2010) Form of Non-Qualified Stock Option Award Agreement (Officer) Long Term Incentive Program ("LTIP").
*#	(10.24)	Paychex, Inc. Change In Control Plan.
*#	(10.25)	Paychex, Inc. Form of Performance Award Incentive Program.
#	(10.26)	Form of Indemnification Agreement for Directors and Officers, incorporated herein by reference from Exhibit 10.1 to the Company's Form 10-Q filed with the Commission on March 21, 2003.
#	(10.27)	Paychex, Inc. Board Deferred Compensation Plan, incorporated herein by reference from Exhibit 10.29 to the Company's Form 10-K filed with the Commission on July 20, 2009.
#	(10.28)	Paychex, Inc. Employee Deferred Compensation Plan, incorporated herein by reference from Exhibit 10.30 to the Company's Form 10-K filed with the Commission on July 20, 2009.
*	(21.1)	Subsidiaries of the Registrant.
*	(23.1)	Consent of Independent Registered Public Accounting Firm.
*	(24.1)	Power of Attorney.
*	(31.1)	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*	(31.2)	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

*	(32.1)	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*	(32.2)	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
**	101.INS	XBRL instance document.
**	101.SCH	XBRL taxonomy extension schema document.
**	101.CAL	XBRL taxonomy extension calculation linkbase document.
**	101.LAB	XBRL taxonomy label linkbase document.
**	101.PRE	XBRL taxonomy extension presentation linkbase document.
**	101.DEF	XBRL taxonomy extension definition linkbase document.

* Exhibit filed with this report.

** As provided in Rule 406T of Regulation S-T, this information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Exchange Act.

\# Management contract or compensatory plan.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on July 15, 2011.

PAYCHEX, INC.

By: /s/ Martin Mucci
Martin Mucci
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on July 15, 2011.

/s/ Martin Mucci
Martin Mucci, President and
Chief Executive Officer, and Director
(Principal Executive Officer)

/s/ John M. Morphy
John M. Morphy, Vice President of Finance
(Principal Financial Officer)

B. Thomas Golisano*, Chairman of the Board

Joseph G. Doody*, Director

David J. S. Flaschen*, Director

Grant M. Inman*, Director

Pamela A. Joseph*, Director

Joseph M. Tucci*, Director

Joseph Velli*, Director

*By: /s/ Martin Mucci
Martin Mucci, as Attorney-in-Fact

PAYCHEX, INC.
2002 STOCK INCENTIVE PLAN
(as amended and restated effective October 13, 2010)

FORM OF NON-QUALIFIED STOCK OPTION
AWARD AGREEMENT(Board)

1. Grant of Option. This Non-Qualified Stock Option Award Agreement (this "Award Agreement") sets forth the terms and conditions of the Non-Qualified Stock Option Award (the "Award") granted to you by the Board of Directors of Paychex, Inc. (the "Company") under the Company's 2002 Stock Incentive Plan, as amended and restated effective October 13, 2010 (the "Plan"), as described on your Award Notice. The Award is subject to all of the provisions of the Plan, which is hereby incorporated by reference and made a part of this Award Agreement. You may obtain a copy of the Plan from the Office of the Corporate Secretary. The capitalized terms used in this Award Agreement are defined in the Plan.

2. Term. Unless the Option is previously terminated pursuant to the terms of this Award Agreement or the Plan, the Option will expire at the close of business on the "Expiration Date" set forth in the Award Notice.

3. Vesting. Subject to the terms set forth in this Award Agreement and the Plan, the Option will vest and become exercisable on the first anniversary of the Date of Grant. Vesting is contingent on your continued Board service through the vesting date.

4. Exercise.

(a) *Method of Exercise*. To the extent exercisable under Section 3 of this Award Agreement, the Option may be exercised in whole or in part, provided that the Option may not be exercised for less than one share of Common Stock in any single transaction. The Option may be exercised using a method specified by the Company.

(b) *Payment of Exercise Price*. The exercise of the Option is conditioned upon your payment to the Company of the Exercise Price for the number of shares of Common Stock that you elect to purchase. The Exercise Price may be paid in cash or by check or by way of a broker-assisted stock option exercise program, if such a program is made available by the Company at the time of the exercise of the Option.

(c) *Withholding*. The exercise of the Option is conditioned upon your making arrangements satisfactory to the Company for the payment to the Company of the amount of all taxes required by any governmental authority to be withheld and paid over by the Company or any Affiliate to the governmental authority on account of the exercise. The payment of such withholding taxes to the Company may be made (i) by you in cash or by check, or (ii) by the Company or any Affiliate withholding such taxes from any other compensation owed to you by the Company or any Affiliate. Withholding of shares of Common Stock for payment of tax withholdings is not permitted for any reason.

(d) *Issuance of Shares*. Upon determining that compliance with this Award Agreement has occurred, including compliance with such reasonable requirements as the Company may impose pursuant to the Plan or Section 12 of this Award Agreement, the Company shall issue to you a certificate for the shares of Common Stock purchased on the earliest practicable date (as determined by the Company) thereafter.

5. Effect of Death and Disability. In the event of your death or Disability prior to the complete exercise of the Option, any unvested portion of the Option will vest in full immediately and the remaining portion of the Option may be exercised in whole or in part, subject to all of the conditions on exercise imposed by the Plan and this Award Agreement, within three years after the date of your death or Disability, but only (i) by you, or in the event of your death, by your estate or the person or persons to whom the Option passes under your will or the laws of descent and distribution, and (ii) prior to the close of business on the Expiration Date of the Option.

6. Effect of Retirement. Upon your Retirement prior to the complete exercise of the Option, the unvested portion of the Option will be canceled as of your last day of service, and the remaining portion of the Option may be exercised in whole or in part, subject to all of the conditions on exercise imposed by the Plan and this Award Agreement, within three years after the date of such termination, but only (i) to the extent that the Option was vested and exercisable on the date such termination, and (ii) prior to the close of business on the Expiration Date of the Option. The term “Retirement” means retirement from the Company at age 55 or later with ten or more years of service with the Company.

7. Effect of Other Termination. Upon your termination of Board service for a reason other than death, Disability or Retirement prior to the complete exercise of the Option, the unvested portion of the Option will be canceled as of your last day of Board service, and the remaining portion of the Option may be exercised in whole or in part, subject to all of the conditions on exercise imposed by the Plan and this Award Agreement, within one year after the date of such termination, but only (i) to the extent that the Option was vested and exercisable on the date of such termination, and (ii) prior to the close of business on the Expiration Date of the Option. Notwithstanding the foregoing, if your service is terminated by reason of conduct that is determined by the Committee to have been knowingly fraudulent, deliberately dishonest, disloyal or willful misconduct, or if you engage in such conduct after termination of your board service, you will forfeit all rights under the Option, both unvested and vested.

8. Transfer of Option. Except as otherwise determined by the Committee, the Option may not be transferred, assigned or pledged (except by will or the laws of descent and distribution, or pursuant to a domestic relations order) and the Option is only exercisable by you during your lifetime.

9. Limitation of Rights. You will not have any rights as a stockholder with respect to the shares of Common Stock covered by the Option until you become the holder of record of such shares by exercising the Option. Neither the Plan, the granting of the Option nor this Award Agreement gives you any right to remain in the service of the Company or any Affiliate.

10. Rights of Company and Affiliates. This Award Agreement does not affect the right of the Company or any Affiliate to take any corporate action whatsoever, including without limitation its right to recapitalize, reorganize or make other changes in its capital structure or business, merge or consolidate, issue bonds, notes, shares of Common Stock or other securities,

including preferred stock, or options therefor, dissolve or liquidate, or sell or transfer any part of its assets or business.

11. Restrictions on Issuance of Shares. If at any time the Company determines that the listing, registration or qualification of the shares covered by the Option upon any securities exchange or under any state or federal law, or the approval of any governmental agency, is necessary or advisable as a condition to the exercise of the Option, the Option may not be exercised in whole or in part unless and until such listing, registration, qualification or approval shall have been effected or obtained free of any conditions not acceptable to the Company.

12. Plan Controls. The Option is subject to all of the provisions of the Plan, which is hereby incorporated by reference, and is further subject to all the interpretations, amendments, rules and regulations that may from time to time be promulgated and adopted by the Committee pursuant to the Plan. In the event of any conflict among the provisions of the Plan and this Award Agreement, the provisions of the Plan will be controlling and determinative.

13. Amendment. Except as otherwise provided by the Plan, the Company may only alter, amend or terminate the Option with your consent.

14. Governing Law. This Award Agreement shall be governed by and construed in accordance with the laws of the State of New York, except as superseded by applicable federal law, without giving effect to its conflicts of law provisions.

EXHIBIT 10.21

PAYCHEX, INC.
2002 STOCK INCENTIVE PLAN
(as amended and restated effective October 13, 2010)

FORM OF RESTRICTED STOCK AWARD AGREEMENT (BOARD)

1. Grant of Restricted Stock. This Restricted Stock Award Agreement (this “Award Agreement”) sets forth the terms and conditions of the Restricted Stock Award (the “Award”) granted to you by the Board of Directors of Paychex, Inc. (the “Company”) under the Company’s 2002 Stock Incentive Plan, as amended and restated effective October 13, 2010 (the “Plan”), as described on your Award Notice. The Award is subject to all of the provisions of the Plan, which is hereby incorporated by reference and made a part of this Award Agreement. The capitalized terms used in this Award Agreement are defined in the Plan.

2. Restriction and Vesting.

(a) Subject to the terms set forth in this Award Agreement and the Plan, provided you are still a member of the Board of Directors of the Company, the total number of Shares represented by the Award shall vest on the first anniversary of the date of grant set forth on your Award Notice (a “Vesting Date”). The Committee shall have discretion to accelerate vesting in whole or in part for events including but not limited to Retirement from Board service. The term “Retirement” means retirement from the Board at age 55 or older with ten or more years of service with the Company.

(b) Notwithstanding Section 2(a) of this Award Agreement, you shall not be permitted to sell any vested Shares underlying the Award during the period of tenure as a member of the Company’s Board of Directors, except as necessary to satisfy any tax obligations. The Company shall be authorized to add a legend regarding this restriction on transfer to any certificate representing the shares of Common Stock under the Award.

(c) Unless the Committee determines otherwise, if your Board tenure terminates for any reason other than death or Disability before the Shares represented by the Award have vested, then the unvested Shares underlying the Award shall be forfeited and cancelled immediately. If your Board tenure terminates due to death or Disability, your award shall immediately become 100% vested.

3. Book-Entry Registration. The Award initially will be evidenced by book-entry registration only, without the issuance of a certificate representing the Shares underlying the Award.

4. Issuance of Shares. The Company shall, when the conditions to vesting specified in Section 2 of this Award Agreement are satisfied, issue a certificate or certificates representing the Shares underlying the Award that have vested as promptly as practicable following the Vesting Date of such Shares.

5. Rights as a Stockholder. Except as otherwise provided by this Section, you will have the rights of a stockholder with respect to the Shares underlying the Award, including, but not limited to, the right to receive such cash dividends, if any, as may be declared on such Shares from time to time and the right to vote (in person or by proxy) such Shares at any meeting of stockholders of the

Company. Notwithstanding the foregoing, the dividends paid on any unvested Shares shall be retained by the Company and held in escrow, trust or similar manner, and shall only be paid to you upon the vesting of the underlying Shares to which the dividends relate; upon the forfeiture of any Shares represented by the Award, your right to the dividends paid on the underlying Shares which are forfeited shall also be forfeited.

6. Restrictions on Transfer of Shares. The Award, and the right to vote the Shares underlying the Award and to receive dividends thereon, may not, except as otherwise provided in the Plan, be sold, assigned, transferred, pledged or encumbered in any way prior to the vesting of such Shares, whether by operation of law or otherwise, except by will or the laws of descent and distribution. After a Vesting Date, the vested Shares may be issued during your lifetime only to you, or after your death to your designated beneficiary, or, in the absence of such beneficiary, to your duly qualified personal representative.

7. Rights of Company and Affiliates. This Award Agreement does not affect the right of the Company or any Affiliate to take any corporate action whatsoever, including without limitation its right to recapitalize, reorganize or make other changes in its capital structure or business, merge or consolidate, issue bonds, notes, Shares or other securities, including preferred stock, or options therefor, dissolve or liquidate, or sell or transfer any part of its assets or business.

8. Plan Controls. In the event of any conflict among the provisions of the Plan and this Award Agreement, the provisions of the Plan will be controlling and determinative.

9. Amendment. Except as otherwise provided by the Plan, the Company may only alter, amend or terminate the Award with your consent.

10. Governing Law. This Award Agreement shall be governed by and construed in accordance with the laws of the State of New York, except as superseded by applicable federal law, without giving effect to its conflicts of law provisions.

11. Section 409A. The Award is intended to qualify for an exemption from the requirements of Section 409A of the Internal Revenue Code of 1986, as amended, and the treasury regulations promulgated and other official guidance issued thereunder, and the Plan and this Award Agreement shall be administered and interpreted consistent with such intention.

* * * * *

EXHIBIT 10.22

PAYCHEX, INC.
2002 STOCK INCENTIVE PLAN
(as amended and restated effective October 13, 2010)

FORM OF RESTRICTED STOCK UNIT (SPECIAL RETENTION) AWARD AGREEMENT

1. Grant of Restricted Stock Units. This Restricted Stock Unit Award Agreement (the "Award Agreement"), sets forth the terms and conditions of the Restricted Stock Units (the "Award") granted to you by the Governance and Compensation Committee (the "Committee") of the Board of Directors of Paychex, Inc. (the "Company") under the Company's 2002 Stock Incentive Plan, as amended and restated effective October 13, 2010 (the "Plan"), as described on your Award Notice. The Award is subject to all of the provisions of the Plan, which is hereby incorporated by reference and made a part of this Award Agreement. The capitalized terms used in this Award Agreement are defined in the Plan.

2. Restriction and Vesting. Subject to the terms set forth in this Award Agreement and the Plan, and provided that you are still an employee of the Company at that time, 50 percent of the Shares, as set forth on your Award Notice, represented by the Award will vest on the third and fourth anniversaries of the date of grant, (each, a "Vesting Date"). If your employment terminates before a Vesting Date, including, but not limited to, Retirement, then the unvested portion of the Award shall be forfeited and cancelled immediately. If your employment terminates due to death or Disability, your Award shall immediately become 100% vested.

3. Nature of Units. The Units represent book-keeping entries only, and constitute the Company's unfunded and unsecured promise to issue shares of Common Stock to you on a future date. As a holder of Units, you have no rights other than the rights of a general creditor of the Company.

4. Issuance of Shares. The Company shall, provided that the conditions to vesting specified in Section 2 of this Award Agreement are satisfied, issue a certificate or certificates for Shares representing the Award as promptly as practicable following the Vesting Date.

5. Rights as a Stockholder. Prior to the Vesting Date, you will not have any of the rights of a stockholder with respect to the Shares to be issued on vesting of the Units, including, but not limited to, the right to receive such cash dividends, if any, as may be declared on such shares from time to time and the right to vote (in person or by proxy) such shares at any meeting of stockholders of the Company.

6. Restrictions on Transfer of Shares. Units awarded under the Plan, may not, except as otherwise provided in the Plan, be sold, assigned, transferred, pledged or encumbered in any way prior to the Vesting Date or the date the Shares are issued, whichever is later, whether by operation of law or otherwise, except by will or the laws of descent and distribution. After the Vesting Date, the Shares may be issued during your lifetime only to you, or after your death to your designated beneficiary, or, in the absence of such beneficiary, to your duly qualified personal representative.

7. Restrictions on Issuance of Shares. If at any time the Company determines that listing, registration or qualification of the Shares covered by the Award upon any securities exchange or under any state or federal law, or the approval of any governmental agency, is necessary or advisable as a condition to the Award or the issuance of certificate(s) for Shares hereunder, such Award or issuance may not be made in whole or in part unless and until such listing, registration, qualification or approval shall have been effected or obtained free of any conditions not acceptable to the Company.

8. Withholding. The vesting of the Award is conditioned upon your making arrangements satisfactory to the Company for the payment to the Company of the amount of all taxes required by any governmental authority to be withheld and paid over by the Company or any Affiliate to the governmental authority on account of such vesting. The payment of such withholding taxes to the Company may be made (i) by you in cash or by check, (ii) subject to the consent of the Company and in accordance with any guidelines established by the Committee, by the Company retaining the number of the Shares that would otherwise be delivered to you upon vesting that have an aggregate Fair Market Value (at the time retained by the Company) equal to the amount of withholding taxes (using your minimum required tax withholding rate or such other rate that the Company determines will not trigger a negative accounting impact to the Company) required to be paid, or (iii) by the Company or any Affiliate withholding such taxes from any other compensation owed to you by the Company or any Affiliate. Unless you make arrangements prior to vesting to pay withholdings taxes in cash or by check, or to have such withholding taxes withheld from other compensation owed to you by the Company or any Affiliate, then at the time of vesting, the Company shall have the right to retain the number of the Shares that would otherwise be delivered to you upon vesting that have an aggregate Fair Market Value (at the time retained by the Company) equal to the amount of withholding taxes (using your minimum required tax withholding rate or such other rate that the Company determines will not trigger a negative accounting impact to the Company) required to be paid.

9. Limitation of Rights. Neither the Plan, the granting of the Award, the Award Notice nor this Award Agreement gives you any right to remain in the employment of the Company or any Affiliate.

10. Non-competition, Non-solicitation, Confidentiality, and Detrimental Conduct. In consideration for the Award, you agree that during your employment and for a period of twelve (12) months following termination of employment for any reason, you will not, directly or indirectly, either as an employee, employer, consultant, agent, principal, partner, stockholder, corporate officer, board member, director, or in any other individual or representative capacity, engage or attempt to engage in any activity that is competitive to the business of the Company within the geographic and substantive area or areas of responsibility assigned to the you during the last 24 months of employment. In addition, you agree that for a period of eighteen (18) months following the termination of employment for any reason, you will not directly or indirectly by assisting others, solicit Company clients, prospects or referral resources; nor will you recruit or hire, or attempt to recruit or hire any other employee of Company or its affiliates, or induce or attempt to induce any employee of Company to terminate employment with Company. You also agree and acknowledge that during the course of your employment with the Company, you will obtain, have access and be privy to nonpublic information important to the Company’s business solely as a result of employment with the Company, which information you

hereby acknowledge and agree to be confidential ("Confidential Information"). You agree that during and after employment, you shall not divulge or make use of any Confidential Information, directly or indirectly, personally or on behalf of any other person, business, corporation, or entity without prior written consent of the Company. You further agree that you will not, during your employment, engage in conduct which is detrimental to the Company, including violation of the Company's Code of Business Ethics and Conduct, criminal conduct, fraud, or willful misconduct. These covenants are not intended to, and do not, limit in any way the rights and remedies provided to the Company under the Plan, other agreements with you, or under common or statutory law.

11. Cancellation of Award. If you fail to comply with Section 10 of this Award Agreement, the Company may cancel the Award prior to the Vesting Date. This remedy is in addition to any other remedies the Company may have, at law or equity, for your violation of the terms of this Award Agreement.

12. Rights of Company and Affiliates. This Award Agreement does not affect the right of the Company or any Affiliate to take any corporate action whatsoever, including without limitation its right to recapitalize, reorganize or make other changes in its capital structure or business, merge or consolidate, issue bonds, notes, Shares or other securities, including preferred stock, or options therefor, dissolve or liquidate, or sell or transfer any part of its assets or business.

13. Plan Controls. In the event of any conflict among the provisions of the Plan and this Award Agreement, the provisions of the Plan will be controlling and determinative.

14. Amendment. Except as otherwise provided by the Plan, the Company may only alter, amend or terminate the Award with your consent.

15. Governing Law. This Award Agreement shall be governed by and construed in accordance with the laws of the State of New York, except as superseded by applicable federal law, without giving effect to its conflicts of law provisions. All parties consent to exclusive personal jurisdiction in New York courts and agree that venue shall be New York State Supreme Court, Monroe County.

16. Section 409A. The Units are intended to comply with the requirements of Section 409A of the Internal Revenue Code of 1986, as amended, and the treasury regulations promulgated and other official guidance issued thereunder, and the Plan and this Award Agreement shall be administered and interpreted consistent with such intention.

* * * * *

EXHIBIT 10.23

PAYCHEX, INC.
2002 STOCK INCENTIVE PLAN
(as amended and restated effective October 13, 2010)

FORM OF NON-QUALIFIED STOCK OPTION AWARD AGREEMENT (OFFICER)
LONG TERM INCENTIVE PROGRAM ("LTIP")

1. Grant of Option. This Non-qualified Stock Option Award Agreement (the "Award Agreement"), made as of [grant date], serves to notify you that the Governance and Compensation Committee (the "Committee") of the Board of Directors of Paychex, Inc. (the "Company") hereby grants to you, under the Company's 2002 Stock Incentive Plan, as amended and restated effective October 13, 2010 (the "Plan"), a Non-Qualified Stock Option (the "Option") to purchase, on the terms and conditions set forth in this Award Agreement and the Plan, up to the number of shares of the Company's $.01 par value common stock (the "Common Stock") set forth on the attached statement at the price of [exercise price] per share. The Plan is incorporated herein by reference and made a part of this Award Agreement. You may obtain a copy of the Plan from the Office of the Corporate Secretary. You should review the terms of this Award Agreement and the Plan carefully. The capitalized terms used in this Award Agreement are defined in the Plan.

2. Term. Unless the Option is previously terminated pursuant to the terms of this Award Agreement or the Plan, the Option will expire at the close of business on July 6, 2021 (the "Expiration Date").

3. Vesting. Vesting is contingent on your continued employment with the Company or one of its affiliates through the vesting dates. Subject to the terms set forth in this Award Agreement and the Plan, the Option will vest and become exercisable as follows:

(a) *Accelerated Vesting*. Upon the Committee's review and certification of the 2014 Service Revenue and 2014 Operating Income following completion of fiscal year 2014:

(i) (A) 25% of the Option shall vest and become exercisable if the Service Revenue for the 2014 fiscal year equals or exceeds the 2014 Service Revenue Target set forth on the attached statement; and

(B) if the 2014 Service Revenue Target is not achieved but the Service Revenue for the 2014 fiscal year equals or exceeds 95% of the 2014 Service Revenue Target, then on or between 12.5% of the Option and 25% of the Option shall vest, determined using straight-line interpolation; and

(ii) (A) 25% of the Option shall vest and become exercisable if the Operating Income for the 2014 fiscal year equals or exceeds the 2014 Operating Income Target set forth on the attached statement;

(B) if the 2014 Operating Income Target is not achieved but the Operating Income for the 2014 fiscal year equals or exceeds 95% of the 2014 Operating Income

Target, then on or between 12.5% of the Option and 25% of the Option shall vest, determined using straight-line interpolation.

(b) *Regular Vesting*. Upon the Committee's review and certification of the 2016 Service Revenue and 2016 Operating Income following completion of fiscal year 2016:

(i) (A) 50% of the Option (less any portion of the Option that previously vested pursuant to Section 3(a)(i)) shall vest and become exercisable if the Service Revenue for the 2016 fiscal year equals or exceeds the 2016 Service Revenue Target set forth on the attached statement;

(B) if the 2016 Service Revenue Target is not achieved but the Service Revenue for the 2016 fiscal year equals or exceeds 95% of the 2016 Service Revenue Target, then on or between 25% of the Option (less the portion of the Option that previously vested pursuant to Section 3(a)(i)) and 50% of the Option (less the portion of the Option that previously vested pursuant to Section 3(a)(i)) shall vest, determined using straight-line interpolation; and

(ii) (A) 50% of the Option (less the portion of the Option that previously vested pursuant to Section 3(a)(ii)) shall vest and become exercisable if the Operating Income for the 2016 fiscal year equals or exceeds the 2016 Operating Income Target set forth on the attached statement;

(B) if the 2016 Operating Income Target is not achieved but the Operating Income for the 2016 fiscal year equals or exceeds 95% of the 2016 Operating Income Target, then on or between 25% of the Option (less the portion of the Option that previously vested pursuant to Section 3(a)(ii)) and 50% of the Option (less the portion of the Option that previously vested pursuant to Section 3(a)(ii)) shall vest, determined using straight-line interpolation.

(c) The portion of the Option, if any, which does not vest pursuant to Section 3(a) or 3(b) shall be forfeited.

"Service Revenue" and "Operating Income" for a specified period mean the Service Revenue and Operating Income, respectively, each as determined by the values reported in the Company's annual audited financial statements for such period, but in each case excluding the following: interest on funds held for clients and/or investment income; asset write-downs or impairments; litigation or claim judgments or settlements; changes in tax law, or other such laws or provisions affecting reported results; cumulative effect of accounting changes as defined by generally accepted accounting principles, and as identified in the Company's audited financial statements; restructuring charges; severance, contract termination and other costs related to entering or exiting certain business activities; and gains or losses from the acquisition or disposition of businesses or assets or from the early extinguishment of debt and related discontinued operations of such disposition of businesses, or other extraordinary, unusual or non-recurring items. Notwithstanding the Plan language to the contrary, results of operations from acquired businesses shall not be excluded.

4. Exercise.

(a) *Method of Exercise*. To the extent exercisable under Section 3 of this Award Agreement, the Option may be exercised in whole or in part, provided that the Option may not be exercised for less than one share of Common Stock in any single transaction. The Option may be exercised using a method specified by the Company.

(b) *Payment of Exercise Price*. The exercise of the Option is conditioned upon your payment to the Company of the Exercise Price for the number of shares of Common Stock that you elect to purchase. The Exercise Price may be paid in cash or by check or by way of a broker-assisted stock option exercise program, if such a program is made available by the Company at the time of the exercise of the Option.

(c) *Withholding*. The exercise of the Option is conditioned upon your making arrangements satisfactory to the Company for the payment to the Company of the amount of all taxes required by any governmental authority to be withheld and paid over by the Company or any Affiliate to the governmental authority on account of the exercise. The payment of such withholding taxes to the Company may be made (i) by you in cash or by check, (ii) by the Company or any Affiliate withholding such taxes from any other compensation owed to you by the Company or any Affiliate; or (iii) by way of a broker-assisted stock exercise program, if such program is made available by the Company at the time of the exercise of the Option.

(d) *Issuance of Shares*. Upon determining that compliance with this Award Agreement has occurred, including compliance with such reasonable requirements as the Company may impose pursuant to the Plan, the Company shall issue to you a certificate for the shares of Common Stock purchased on the earliest practicable date (as determined by the Company) thereafter.

5. Effect of Death and Disability. In the event of your death or Disability prior to the complete exercise of the Option, the unvested portion of the Option will be canceled as of your last day worked, and the vested portion of the Option may be exercised in whole or in part, subject to all of the conditions on exercise imposed by the Plan and this Award Agreement, within three years after the date of your death or Disability, but only (i) by you, or in the event of your death, by your estate or the person or persons to whom the Option passes under your will or the laws of descent and distribution, (ii) to the extent that the Option was vested and exercisable on the date of termination, and (iii) prior to the close of business on the Expiration Date of the Option.

6. Effect of Retirement. Upon your Retirement prior to the complete exercise of the Option, the unvested portion of the Option will be canceled as of your last day worked, and the remaining portion of the Option may be exercised in whole or in part, subject to all of the conditions on exercise imposed by the Plan and this Award Agreement, within three years after the date of such termination, but only (i) to the extent that the Option was vested and exercisable on the date such termination, and (ii) prior to the close of business on the Expiration Date of the Option. The term “Retirement” means retirement from the Company at age 55 or later with ten or more years of employment (full-time or part-time) with the Company.

7. Effect of Other Termination. Upon your termination for a reason other than death, Disability or Retirement prior to the complete exercise of the Option, the unvested portion of the Option will be canceled as of your last day worked, and the remaining portion of the Option may be exercised in whole or in part, subject to all of the conditions on exercise imposed by the Plan and this Award Agreement, within one year after the date of such termination, but only (i) to the extent that the Option was vested and exercisable on the date of such termination, and (ii) prior to the close of business on the Expiration Date of the Option. Notwithstanding the foregoing, if your employment is terminated by reason of conduct that is determined by the Company to have been detrimental to the Company, including violation of the Company's Code of Business Ethics, or conduct which is criminal, fraudulent, deliberately dishonest, disloyal or willful misconduct, you will forfeit all rights under the Option (both unvested and vested) as of your last day worked.

8. Non-competition, Non-solicitation, Confidentiality, and Detrimental Conduct. In consideration for the Award, you agree that during your employment and for a period of twelve (12) months following termination of employment for any reason, you will not, directly or indirectly, either as an employee, employer, consultant, agent, principal, partner, stockholder, corporate officer, board member, director, or in any other individual or representative capacity, engage or attempt to engage in any activity that is competitive to the business of the Company within the geographic and substantive area or areas of responsibility assigned to the you during the last 24 months of employment. In addition, you agree that for a period of eighteen (18) months following the termination of employment for any reason, you will not directly or indirectly by assisting others, solicit Company clients, prospects or referral resources; nor will you recruit or hire, or attempt to recruit or hire any other employee of Company or its affiliates, or induce or attempt to induce any employee of Company to terminate employment with Company. You also agree and acknowledge that during the course of your employment with the Company, you will obtain, have access and be privy to nonpublic information important to the Company's business solely as a result of employment with the Company, which information you hereby acknowledge and agree to be confidential ("Confidential Information"). You agree that during and after employment, you shall not divulge or make use of any Confidential Information, directly or indirectly, personally or on behalf of any other person, business, corporation, or entity without prior written consent of the Company. You further agree that you will not, during your employment, engage in conduct which is detrimental to the Company, including violation of the Company's Code of Business Ethics and Conduct, criminal conduct, fraud, or willful misconduct. These covenants are not intended to, and do not, limit in any way the rights and remedies provided to the Company under the Plan, other agreements with you, or under common or statutory law.

9. Repayment of Financial Gain.

(a) If you fail to comply with Section 8 of this Award Agreement, the Company may cancel any unexercised portion of this Option and recover from you the gross amount, before deduction of applicable taxes or other amounts, of any gain realized on the exercise of stock options pursuant to this Option during the 24-month period preceding your breach of any covenant in Section 8 of this Award Agreement.

(b) If you fail to comply with Section 8 of this Award Agreement, upon demand by the Company, you will repay the Company in accordance with the terms of Section 9(a), and the Company shall be entitled to offset the amount of any such repayment obligation against any amount owed to you by the Company. The remedies set forth in this Section are in addition to any other remedies the Company may have, at law or equity, for your violation of the terms of this Award Agreement.

10. Transfer of Option. Except as otherwise determined by the Committee, the Option may not be transferred, assigned or pledged (except by will or the laws of descent and distribution, or pursuant to a domestic relations order).

11. Limitation of Rights. You will not have any rights as a stockholder with respect to the shares of Common Stock covered by the Option until you become the holder of record of such shares by exercising the Option. Neither the Plan, the granting of the Option nor this Award Agreement gives you any right to remain in the employment of the Company or any Affiliate.

12. Rights of Company and Affiliates. This Award Agreement does not affect the right of the Company or any Affiliate to take any corporate action whatsoever, including without limitation its right to recapitalize, reorganize or make other changes in its capital structure or business, merge or consolidate, issue bonds, notes, shares of Common Stock or other securities, including preferred stock, or options therefore, dissolve or liquidate, or sell or transfer any part of its assets or business.

13. Restrictions on Issuance of Shares. If at any time the Company determines that the listing, registration or qualification of the shares covered by the Option upon any securities exchange or under any state or federal law, or the approval of any governmental agency, is necessary or advisable as a condition to the exercise of the Option, the Option may not be exercised in whole or in part unless and until such listing, registration, qualification or approval shall have been effected or obtained free of any conditions not acceptable to the Company.

14. Plan Controls. The Option is subject to all of the provisions of the Plan, which is hereby incorporated by reference, and is further subject to all the interpretations, amendments, rules and regulations that may from time to time be promulgated and adopted by the Committee pursuant to the Plan. In the event of any conflict among the provisions of the Plan and this Award Agreement, the provisions of the Plan will be controlling and determinative.

15. Amendment. Except as otherwise provided by the Plan, the Company may only alter, amend or terminate the Option with your consent.

16. Governing Law. This Award Agreement shall be governed by and construed in accordance with the laws of the State of New York, except as superseded by applicable federal law, without giving effect to its conflicts of law provisions. All parties consent to exclusive personal jurisdiction in New York courts and agree that venue shall be New York State Supreme Court, Monroe County.

17. Section 409A. The Option is intended to qualify for an exemption from the requirements of Section 409A of the Internal Revenue Code of 1986, as amended, and the

treasury regulations promulgated and other official guidance issued thereunder, and the Plan and this Award Agreement shall be administered and interpreted consistent with such intention.

* * * * *

EXHIBIT 10.24

PAYCHEX, INC.
CHANGE IN CONTROL PLAN

ARTICLE 1
PURPOSE & EFFECTIVE DATE

1.1 Purpose. The purpose of the Paychex, Inc. Change in Control Plan is to secure the continued services of key members of management and ensure maximization of shareholder value in the event of a Change in Control.

1.2 Effective Date. The Plan shall become effective upon the approval thereof by the Board of Directors.

ARTICLE 2
DEFINITIONS

2.1 Definitions. As used in the Plan, the following terms shall have the respective meanings set forth below:

(a) "Annual Cash Compensation" means the Participant's Base Salary and Bonus Amount.

(b) "Base Salary" means the Participant's annual gross salary (on the date of the Change in Control, or if higher, on the date of termination) before any deductions, exclusions or any deferrals or contributions under any Company plan or program.

(c) "Benefits" means the benefits provided under Article 4.

(d) "Board" means the Board of Directors of Paychex.

(e) "Bonus Amount" means the Participant's annual cash incentive as established by the Board at target for the applicable performance period. If annual cash incentive has not been established, the Bonus Amount will mean the prior year's target annual cash incentive.

(f) "Cause" means the Participant's (a) dereliction of duty to the Company; (b) conviction for a felony; or (c) willful misconduct that has a substantial adverse effect on the Company.

(g) "Change in Control" means the acquisition by any person or entity of voting shares of Paychex if upon such acquisition such person is the beneficial owner (as defined under Section 13(d) of the Securities Exchange Act of 1934) of at least 50% of the voting shares of the Paychex; consummation of a consolidation or merger involving Paychex in which Paychex is not the surviving entity (unless the stockholders of Paychex immediately prior to such transaction beneficially own voting securities in the surviving parent entity representing at least 50% of the voting shares in substantially the same ownership proportions as immediately before such transaction); the sale, lease or exchange of all or substantially all of Paychex's assets; or the shareholder approval of a plan of liquidation or dissolution of Paychex followed by a substantial event representing commencement of such liquidation or dissolution.

(h) "Change in Control Protection Period" means the period commencing upon one of the following events: (1) the Company enters into an agreement, the consummation of which would result in a Change in Control or (2) the public announcement of an intent by Company or a third-party to take action which, if consummated, would result in a Change in Control; and ending 12 months following a Change in Control.

(i) "Code" means the Internal Revenue Code of 1986, as amended.

(j) "Company" means Paychex, Inc.

(k) "Continuation Period" means, for a given Participant, the number of years equal to that Participant's multiplier under Section 4.1(a).

(l) "Employment Termination Date" means the date on which the employment relationship between the Participant and the Company is terminated due to an Involuntary Termination (subject to Section 10.8).

(m) "Good Reason" means:

(i) the Company removes the Participant from, or fails to re-elect or appoint the Participant to, any material duties or position with the Company that were assigned or held by the Participant immediately before the Change in Control Protection Period, except that a nominal change in the Participant's title that is merely descriptive and does not affect rank, duties, or position shall not constitute such an event;

(ii) the Company assigns to the Participant any duties inconsistent with the Participant's position (including offices, titles and reporting requirements), authority, duties or responsibilities with the Company in effect immediately before the occurrence of the Change in Control Protection Period and materially adverse to Participant;

(iii) the Company takes any action that results in a material diminution of the Participant's position, authority, duties or responsibilities with the Company in effect immediately before the Change in Control Protection Period, or otherwise takes any action that materially interferes therewith (for this purpose, if Participant has significant duties relating to the status of the Company as a publicly held corporation, and the Participant ceases to have such duties for a publicly held corporation during the Change in Control Protection Period, such event will constitute a material diminution of duties);

(iv) the Company reduces the Participant's Base Salary, Bonus opportunity or other elements of Total Compensation (performance-based elements being measured based on the value of the award opportunity), as in effect immediately prior to such reduction, other than a reduction that is immaterial (for this purpose, reductions aggregating $10,000 will be deemed to be material);

(v) the Company relocates the Participant's principal workplace to an area that is located outside of a radius of 50 miles from the location of the Participant's principal workplace immediately prior to the Change in Control Protection Period; or

(vi) the failure of any successor to the Company to assume or to adopt this Plan.

Upon the occurrence of an event that would constitute Good Reason, the Participant shall notify the Company of the occurrence of such event within 90 days after the Participant obtains actual knowledge thereof. If the Company has taken action within 30 days after receipt of such notice to fully cure such event so that it would no longer constitute Good Reason, then Good Reason will be deemed to not have arisen based on the cured event. If Good Reason arises and is not cured, the Good Reason will be deemed to exist for a period of one year after the last day of the cure period, but in no event longer than the Change in Control Protection Period.

(n) "Involuntary Termination" means an involuntary termination by the Company without Cause or a voluntary termination by the Participant for Good Reason.

(o) "Participant" means a participant in the plan pursuant to Article 3.

(p) "Paychex" means Paychex, Inc.

(q) "Plan" means this Paychex, Inc. Change in Control Plan, as amended from time to time.

(r) "Total Compensation" means a Participant's Base Salary, Bonus Amount, equity compensation and all other items of the Participant's compensation.

ARTICLE 3
ELIGIBILITY

The Participants in the Plan shall be (a) the Chief Executive Officer, (b) the Senior Vice Presidents of the Company and (c) Vice Presidents who are officers of the Company. Participants shall only be eligible to receive benefits hereunder if they have executed (and do not subsequently revoke) a general release of all claims in favor of the Company, its subsidiaries, affiliates, officers, directors, successors and assigns in the form attached hereto as Exhibit A within twenty-one (21) days following Participant's receipt of notice that such release shall be required subsequent to the Employment Termination Date or the date of the Change in Control, whichever is later. The Company will provide such notice not later than five business days after the Employment Termination Date or the Change in Control.

ARTICLE 4
SEVERANCE BENEFITS

4.1 Severance Benefits. In the event of an Involuntary Termination of a Participant during the Change in Control Protection Period, the Participant shall be entitled to the benefits set forth below upon a Change in Control, subject to Article 5:

(a) Cash Payment. Subject to Section 10.8, a single lump-sum cash payment to be paid within ten (10) business days of the Participant's Employment Termination Date or the Change in Control date, whichever is later, equal to a multiple of the Participant's Annual Cash Compensation. The multiples are determined by the Participant's position at the Company as follows:

Chief Executive Officer	2.0
Senior Vice President	1.5
Vice President	1.0

(b) Current Year Performance Incentive Payment. Subject to Section 10.8, the Participant shall also be entitled to receive a lump-sum cash payment within ten (10) business days of the Participant's Employment Termination Date or the Change in Control date, whichever is later, representing a prorated amount of the Participant's current-year annual cash performance incentive award. The prorated amount shall be determined by multiplying the target Bonus Amount for such year by a fraction, the numerator of which is the number of days from the start of such performance period, and the denominator of which is 365.

(c) Equity Acceleration. All outstanding time-based equity awards (e.g., stock options, restricted stock and restricted stock units) held by the Participant at any time during the Change in Control Protection Period shall immediately vest and become exercisable following the Participant's Employment Termination Date or the Change in Control date, which ever is later. Exercisable stock options shall remain exercisable for the period set forth in the applicable Award Agreement(s). Any equity award that constitutes a "deferral of compensation" under Code Section 409A shall be settled as provided in the applicable Award Agreement(s). Performance-based equity awards shall vest at target performance levels on a prorated basis. The prorated portion will be determined using a fraction, the numerator of which is the number of days from the start of the applicable performance period through the Participant's Employment Termination Date, and the denominator of which is the total number of days in the performance period.

(d) Benefits. Subject to Section 10.8, the Company shall pay to Participant within ten (10) business days of the Participant's Termination Date or the Change in Control date, whichever is later, a lump-sum payment in an amount as necessary to reimburse the Participant for the cost to continue on behalf of the Participant and his or her dependents and beneficiaries basic life insurance, medical, dental, vision and hospitalization benefits for the applicable Continuation Period. Participant shall remain eligible to elect applicable coverage(s) for the period(s) provided by COBRA, but shall be responsible for payment of the COBRA premiums.

4.2 Benefit Exclusions. No benefits shall be payable under the Plan due to separation from service on account of (a) death, (b) disability, (c) voluntary termination not for Good Reason, and (d) any other termination of employment not considered to be an Involuntary Termination during the Change in Control Protection Period.

4.3 Benefits Excludable. Benefits under the Plan shall not be taken into account as compensation for purposes of determining contributions or benefits under any other employee benefit plan of the Company.

ARTICLE 5
LIMITATION ON PAYMENT OF BENEFITS

Notwithstanding any provision of the Plan to the contrary, if any amount or benefit to be paid or provided, together with other compensation to the Participant, would result in the Participant being subject to the excise tax under Section 4999 of the Code but for the application of this sentence, then the payments and benefits to be paid or provided under the Plan will be reduced to the minimum extent necessary (but in no event to less than zero) so that Participant will not be subject to such excise tax; provided, however, that (i) the amounts reduced shall be those amounts and benefits which have the highest value as “parachute payments” in relation to the actual value of such amounts and benefits to the Participant; and (ii) the reduction provided for in this sentence will be made only if and to the extent that such reduction would result in the Participant receiving an increased amount in the aggregate of payments and benefits, determined on an after-tax basis (taking into account, for the Participant, the excise tax potentially imposed pursuant to Section 4999 of the Code, any tax imposed by any comparable provision of state law, and any applicable federal, state and local income and employment taxes). The determination of whether any reduction in such payments or benefits to be provided under the Plan or otherwise is required pursuant to the preceding sentence will be made at the expense of the Company by the Company’s independent accountants in effect prior to the Change in Control. The fact that the Participant’s right to payments or benefits may be reduced by reason of the limitations contained in this Article will not of itself limit or otherwise affect any other rights of the Participant under the Plan. In the event that any payment or benefit intended to be provided under the Plan or otherwise is required to be reduced pursuant to this Article, the Company will effect such reduction by first reducing the benefits described in Section 4.1(a), then, to the extent necessary, by reducing the benefits described in Section 4.1(d).

ARTICLE 6
PARTICIPANTS’ FEES AND EXPENSES

In the event of a Change in Control, the Company shall pay to each Participant all legal fees and expenses incurred by the Participant in disputing in good faith any issue hereunder relating to an Involuntary Termination of the Participant’s employment, in seeking in good faith to obtain or enforce any benefit or right provided by this Plan, or in connection with any tax audit or proceeding to the extent attributable to the application of Section 4999 of the Code to any payment or benefit hereunder. Such payments shall be made within five business days after delivery of the Participant’s written requests for payment accompanied with such evidence of fees and expenses incurred as the Company may reasonably require, provided that in order for a Participant to be entitled to reimbursement hereunder for disputes against the Company or its successor, the Participant must have been the prevailing party in such action or proceeding.

ARTICLE 7
UNFUNDED ARRANGEMENT

Participants and their beneficiaries, heirs, successors and assigns shall have no legal or equitable rights, interests or claims in any property or assets of the Company by virtue of participation hereunder. For purposes of the payment of Benefits under the Plan, any and all of the Company's assets, shall be, and remain, the general, unpledged unrestricted assets of the Company. The Company's obligation under the Plan shall be merely that of an unfunded and unsecured promise to pay money in the future.

ARTICLE 8
AMENDMENT AND TERMINATION

The Board reserves the right to amend or terminate the Plan at any time and in any manner without the consent of any affected individual, which right includes, without limitation, the right to change the individuals who are eligible to participate in the Plan from time to time. Notwithstanding the foregoing, (a) during the Change in Control Protection Period, the Plan may not be terminated or amended in any manner materially adverse to any Participant without the written consent of each affected Participant and (b) any amendment to or termination of the Plan will not adversely affect the benefits otherwise payable to a Participant whose Employment Termination Date occurred prior to the date of such amendment or termination.

ARTICLE 9
NONCOMPETITION, ETC.

9.1 Non-competition, Non-solicitation, and Confidentiality. In consideration for the benefits under the Plan, each Participant agrees that during his or her employment and for a period of twelve (12) months following termination of employment for any reason, he or she will not, directly or indirectly, either as an employee, employer, consultant, agent, principal, partner, stockholder, corporate officer, board member, director, or in any other individual or representative capacity, engage or attempt to engage in any activity that is competitive to the business of the Company within the geographic and substantive area or areas of responsibility assigned to the Participant during the last 24 months of employment. In addition, each Participant agrees that for a period of eighteen (18) months following the termination of employment for any reason, he or she will not directly or indirectly by assisting others, solicit Company clients, prospects or referral resources; nor will he or she recruit or hire, or attempt to recruit or hire any other employee of Company or its affiliates, or induce or attempt to induce any employee of Company to terminate employment with Company. Each Participant also agrees and acknowledges that during the course of his or her employment with the Company, the Participant will obtain, have access and be privy to nonpublic information important to the Company's business solely as a result of employment with the Company, which information the Participant hereby acknowledges and agrees to be confidential ("Confidential Information"). Each Participant agrees that during and after employment, he or she shall not divulge or make use of any Confidential Information, directly or indirectly, personally or on behalf of any other person, business, corporation, or entity in any way which causes a material adverse impact on the Company. These covenants are not intended to, and do not, limit in any way the rights and remedies provided to the Company under the Plan, other agreements with the Participant, or under common or statutory law.

9.2 Repayment of Benefits. If a Participant fails to comply with Section 9.1, upon demand by the Company, he or she will be obligated to repay to the Company the benefits received by such Participant pursuant to the Plan, including, but not limited to, the severance pay and benefits under Section 4.1, and the Company shall be entitled to offset the amount of any such repayment obligation against any amount owed to Participant by the Company to the extent permissible under Section 409A. The remedies set forth in this Section are in addition to any other remedies the Company may have, at law or equity, for violation of the terms of this Plan.

ARTICLE 10
MISCELLANEOUS

10.1 Tax Withholding. The Company will calculate the deductions from the amount of the benefit otherwise payable under the Plan for any taxes required to be withheld by federal, state or local government and shall cause them to be withheld.

10.2 Plan Not an Employment Contract. The adoption and maintenance of the Plan is not a contract between the Company and its employees, which gives any employee the right to be retained in its employment. Likewise, it is not intended to interfere with the rights of the Company to discharge any employee at any time or to interfere with the employee’s right to terminate his or her employment at any time.

10.3 Alienation Prohibited. No benefits hereunder shall be subject to anticipation or assignment by a Participant, to attachment by, interference with, or control of any creditor of a Participant, or to being taken or reached by any legal or equitable process in satisfaction of any debt or liability of a Participant prior to its actual receipt by the Participant. Any attempted conveyance, transfer, assignment, mortgage, pledge, or encumbrance of the benefits hereunder prior to payment thereof shall be void.

10.4 Gender and Number. If the context requires it, words of one gender when used in the Plan shall include the other genders, and words used in the singular or plural shall include the other.

10.5 Severability. If any provision of the Plan is determined to be invalid or unenforceable, that determination shall not affect the validity or enforceability of any other provision.

10.6 Successors. The Plan shall be binding upon and inure to the benefit of the Company and any of its successors or assigns. The Company shall require any successor to or assignee of (whether direct or indirect, by purchase, merger, consolidation or otherwise) all or substantially all of the assets or businesses of the Company (a) to assume unconditionally and expressly the Plan and (b) to agree to perform or to cause to be performed all of the obligations under the Plan in the same manner and to the same extent as would have been required of the Company had no assignment or succession occurred.

10.7 Assignment; Binding Effect. The Company shall not assign any of its obligations under the Plan unless (a) such assignment is to a successor, and (b) the requirements of Section 10.6 are fulfilled.

10.8 Section 409A. It is intended that the Plan (including all amendments thereto) comply with provisions of Section 409A of the Code and the treasury regulations promulgated and other official guidance issued thereunder (collectively, "Section 409A"), so as to prevent the inclusion in gross income of any benefits accrued hereunder in a taxable year prior to the taxable year or years in which such amount would otherwise be actually distributed or made available to the Participants. The Plan shall be administered and interpreted to the extent possible in a manner consistent with that intent. For purposes of any Plan payment or benefit that would constitute a "deferral of compensation" under Section 409A, termination of employment (and related concepts, including under the definition of "Employment Termination Date") shall mean "separation from service" within the meaning given such term by Section 409A. In the event that the Company is publicly traded, any payment (unless otherwise exempt from Section 409A) hereunder to a participant who is a "specified employee" for purposes of Section 409A shall be made no earlier that the six month anniversary of the Participant's separation from service.

10.9 Governing Law and Venue. THE PROVISIONS OF THE PLAN SHALL BE CONSTRUED AND INTERPRETED ACCORDING TO THE INTERNAL LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO ITS CONFLICTS OF LAWS PRINCIPLES. The parties agree that exclusive jurisdiction and venue for any claim hereunder shall rest with the courts of the State of New York, Monroe County.

* * * * *

EXHIBIT A

__________, 20___

[Employee Name]
[Employee Home Address]
[Employee Home Address]

Re: **RELEASE OF ALL CLAIMS**

Dear ***[Employee Name]***:

In order to receive benefits under the Paychex, Inc. Change in Control Plan (the "Plan"), you are required to sign a release of all claims. If you sign this letter and do not revoke it as set forth in Paragraph 14, then this letter will constitute the required Release of All Claims (the "Agreement") between you and Paychex, Inc. (the "Company").

1. RELEASE OF ALL CLAIMS

(a) By signing this Agreement you agree that you are releasing and waiving your right to bring any legal claim of any nature against the Company, its predecessors, successors and their past, current and future parents, subsidiaries, affiliates, related entities, and all of their members, shareholders, officers, directors, agents, attorneys, employees, and assigns (together referred to as "Releasees"). The claims you are giving up include, but are not limited to, claims related, directly or indirectly, to your employment relationship with the Company, and/or its subsidiaries, affiliates and related entities including your separation from employment. This Agreement is intended to be interpreted in the broadest possible manner to include all actual or potential legal claims you may have against the Releasees, except as expressly provided otherwise in Paragraph 1(d).

(b) Specifically, you agree that you are fully and forever giving up all of your legal rights and claims against the Releasees, whether or not presently known to you, that are based on events occurring before you sign this Agreement. You agree that the legal rights and claims you are waiving include all rights and claims under, as amended, Title VII of the Civil Rights Act of 1964, the Age Discrimination in Employment Act of 1967 (the "ADEA"), the Older Workers Benefit Protection Act of 1990 (the "OWBPA"), the Rehabilitation Act of 1973, the Civil Rights Acts of 1866 and 1991, the Americans With Disabilities Act of 1990, the Genetic Information Nondiscrimination Act of 2008, the Equal Pay Act of 1963, the Sarbanes-Oxley Act of 2002, the New York Human Rights Law and any similar federal, state or local statute, regulation, order or common law, all as amended. You specifically agree that you are releasing claims of discrimination based upon age, race, color, sex, sexual orientation or preference, marital status, religion, national origin, citizenship, veteran status, disability, genetic predisposition or carrier status, retaliation, whistleblower status, and other legally protected categories.

(c) You also agree that the legal rights and claims you are giving up include your rights under, as amended, the Family and Medical Leave Act of 1993, the Employee Retirement Income Security Act of 1974 ("ERISA"), the federal Worker Adjustment and Retraining Notification Act of 1989 ("WARN"), the New York Worker Adjustment and Retraining Notification Act ("NY WARN"), the New York Labor Law and any similar federal, state or local statute, regulation, order or common law. You agree that the legal rights and claims you are giving up include all common law rights and claims, such as a breach of express or implied contract, tort (whether negligent or intentional), wrongful discharge, constructive discharge, infliction of emotional distress, defamation, promissory estoppel, and any claim for fraud, omission or misrepresentation. You also agree that you are giving up and forever releasing any right you may have to attorneys' fees for any of the rights and claims described in this Paragraph 1.

(d) The claims you are giving up and releasing do not include your vested rights, if any, under any qualified retirement plan or deferred compensation plan in which you participate, and your COBRA, unemployment insurance and workers' compensation rights, if any, as well as any vested equity under the Paychex Stock Incentive Plan. Nothing in this Agreement shall be construed to constitute a waiver of: (i) any claims you may have against the Releasees that arise from events that occur after the date that you sign this Agreement; (ii) your right to file an administrative charge with any governmental agency alleging employment discrimination or challenging the validity of this release of all claims; (iii) your right to participate in any administrative or court investigation, hearing or proceeding; or (iv) any other right that you cannot waive as a matter of law. You agree, however, to waive and release any right to receive any individual remedy or to recover any individual monetary or non-monetary damages as a result of any administrative charge, complaint or lawsuit filed by you or anyone on your behalf.

2. No Pending Action. You represent that, as of the date that you sign this Agreement, you have not filed any charge, complaint or action against the Releasees in any forum. This Agreement may be used as a complete defense in the future if you bring a lawsuit based on any claim that you have released.

3. Future Cooperation. You agree that after you depart you will continue to cooperate with the Company on business and transition issues, litigation and other key matters that remain outstanding, with the understanding that the Company will reimburse you for any reasonable out-of-pocket expenses which have been pre-approved by the Company.

4. No Derogatory Statements. You agree that you will not directly or indirectly make, or cause to be made, written or oral statements or other communication that is derogatory or disparaging to the Company or the Company's predecessors, successors or their past, current or future parents, subsidiaries, related entities, or any of their members, shareholders, officers, directors, agents, attorneys, employees, or assigns.

5. Confidentiality. You agree to keep the existence and terms and conditions of this Agreement confidential, except, of course, that you may review it with your family, your attorney and your financial advisor. In addition, you can make any legally required disclosures, including disclosures about any tax issues arising from this arrangement.

6. Remedies. In the event that you breach any of your obligations under this Agreement or as otherwise imposed by law, the Company may, at its option, engage in set-off or other self-help measures, and may obtain monetary damages, a court order requiring you to comply with this Agreement, or other remedies as appropriate.

7. No Admission of Liability. You agree that neither any payment under the Plan, nor any term or condition of it or this Agreement, shall be construed by you, at any time, as an admission of liability or wrongdoing by the Company.

8. Binding Nature. The rights and benefits of the Company under this Agreement shall be transferable to, or enforceable by or against, the Company's successors and assigns. You agree that this Agreement also binds all persons who might assert a legal right or claim on your behalf, such as your heirs, personal representatives and assigns, now and in the future.

9. Entire Agreement. The Change in Control Plan and this Agreement contains the entire agreement between the Company and you regarding your termination and supersedes and renders null and void any and all prior or contemporaneous oral or written understandings, statements, representations or promises. However, this Agreement does not supersede the portions of any agreement between you and the Company or its subsidiaries, affiliates and related entities regarding confidentiality of trade secret and proprietary information or containing post-employment restrictive covenants. Such agreements remain in full force and effect in accordance with their terms. Further, by your signature on this Release and your acceptance of the benefits of the Change in Control Plan, you hereby acknowledge your agreement to the terms and conditions of the Plan, including but not limited to the restrictive covenants set forth in Article 9.

10. Legal Proceedings and Governing Law. This Agreement shall be construed and governed by the laws of the State of New York. Disputes arising under it shall be heard exclusively by the state or federal courts located in Monroe County, New York. Neither party waives any right it may have to remove such an action to the United States District Court located in Monroe County, New York. If any provision of this Agreement, including the waiver of claims under any particular statute, should be deemed unenforceable, the remaining provisions shall, to the extent possible, be carried into effect, taking into account the general purpose and spirit of this Agreement. Also, if a court finds that the release of claims is illegal, void or unenforceable, you agree, promptly upon request, to execute a second release that is legal and enforceable, without further consideration, payments or compensation.

11. Voluntary Agreement. You agree that you are voluntarily signing this Agreement, that you have not been pressured into agreeing to its terms and that you have enough information to decide whether to sign it. **If, for any reason, you believe that this Agreement is not entirely voluntary, or if you believe that you do not have enough information, then you should not sign this Agreement.**

12. Attorney Consultation. You are advised to consult with an attorney of your choice before signing this Agreement. By signing this Agreement, you acknowledge that you have had an opportunity to do so.

13. Period to Consider Agreement. You have up to 21 calendar days from the date you receive this offer or until ________, 20___ to accept the terms of this Agreement by signing and dating it in the space designated below, and returning it to me (an extra copy of the Agreement is enclosed for your files). You may sign and return the Agreement before the end of the 21-day period, but you are not required to do so and you may take the entire 21-day period to consider whether you wish to accept the Agreement. However, under no circumstances may you sign and return this Agreement before the Separation Date.

14. Revocation Period; Effective Date. After you have accepted this Agreement by dating, executing and returning it to the Company, you will have an additional 7 calendar days in which to revoke your acceptance. If you do not revoke your acceptance, then the 8th day after the date of your signature will be the "Effective Date" of the Agreement, and you may not thereafter revoke it. To revoke this Agreement, you agree to send written notice to: Paychex, Inc., 911 Panorama Trail S., Rochester, NY 14625-0397, Attention: Vice President of Human Resources, with a copy Attention: Vice President, Chief Legal Officer. You acknowledge and agree that if you exercise your right to revoke this Agreement, your termination of employment will nevertheless have occurred effective on your separation date, you will not be entitled to the benefits under the Plan, and you will immediately return to the Company any of such benefits you have already received.

Sincerely,

Paychex, Inc.

By: ______________________________

Name (print): ______________________________

Title: ______________________________

BY SIGNING THIS LETTER, I ACKNOWLEDGE THAT I HAVE HAD THE OPPORTUNITY TO REVIEW THIS AGREEMENT CAREFULLY WITH AN ATTORNEY OF MY CHOICE. I HAVE READ THIS AGREEMENT, I UNDERSTAND ITS TERMS AND I VOLUNTARILY AGREE TO THEM.

Dated: _____________, 20___

____

[Employee Name]

State of New York)
County of _______) SS:

On this ______ day of __________, 20___, before me personally came ***[Employee Name],*** to me known and known to me to be the individual described in and who executed the foregoing instrument, and the above-named person acknowledged to me that said person executed the same.

____

Notary Public

FORM OF
Performance Award
Incentive Program

The Paychex Performance Award Incentive Program ("Program") is adopted as of [approval date] by Paychex Inc. ("Paychex"). The below Program document will provide Participants with information regarding the objectives and operation of the Program.

1. OBJECTIVES

The Program is designed to offer incentive compensation to key Employees that achieve specifically measured individual goals that are consistent with and support overall corporate goals. The Program is designed to: (i) promote the attainment of the Company's significant business objectives; (ii) encourage and reward teamwork across the entire company; and (iii) assist in the attraction and retention of Employees vital to the Company's long-term success.

2. EFFECTIVE DATE

The Program shall be effective [first day of fiscal year], and each Fiscal Year thereafter, unless otherwise terminated in accordance with Paragraph 10 below.

3. DEFINITIONS

Any capitalized terms used in this Program or in the attached Performance Criteria that are not otherwise defined below are defined in the Plan:

"Award" means the Performance Award granted under this Program.

"Base Pay" means salary on last day of Performance Period. Base Pay does not include any bonus payments.

"Board of Directors" means the board of directors of Paychex.

"Code" means the Internal Revenue Code of 1986, as amended, and any regulations promulgated or other official guidance issued thereunder.

"Company" means Paychex and its subsidiaries or affiliates.

*"***Compensation Committee***"* means the Compensation and Governance Committee of the Board or any successor committee of the Board designated by the Board to administer the Program.

"Covered Employee" means 'covered employees' as defined by Code Section 162(m).

"Disability" means any medically determinable physical or mental impairment, certified by a physician selected by or satisfactory to the Company, resulting in the Participant's inability to perform the duties of his or her position or any substantially similar position, where such impairment can be expected to result in death or can be expected to last for a continuous period of not less than 12 months.

"Eligible Employee" means any Senior Vice President of the Company.

"Employee" means any individual employed by the Company.

"Fiscal Year" means Company's fiscal year of June 1 through May 31st.

"**Maximum Eligible Payout**" means the maximum amount of performance incentive payment that may be paid to a Participant under this Program in any Fiscal Year as determined by the Plan Administrator within the first 90 days of the Performance Period, not to exceed the maximum eligible payout amount approved by the shareholders under the Plan.

"Performance Award" means the incentives contemplated in Section 7(e) of the Plan.

"Performance Criteria" means any criteria determined by Program Administrator, both qualitative and quantitative that determines the amount of the Award to be delivered to the Participant. Performance is generally based on the financial plan approved by the Board of Directors for the applicable Fiscal Year. A copy of the current Performance Criteria applicable to a specified Participant is attached hereto under Exhibit B.

"Performance Period" means the Fiscal Year.

"Plan" means the Paychex Inc. 2002 Stock Incentive Plan (as amended and restated effective October 13, 2010), as further amended or restated from time to time.

"Program" means this Senior Vice President Performance Award Incentive Program.

"Program Administrator" means the Compensation Committee or any other person or entity designated by the Compensation Committee, to the extent permissible under Code Section 162(m).

"**Retirement**" means termination of employment at age 55 (or later) with 10 or more years of service with the Company. For these purposes, years of service may include service with entities purchased or acquired by the Company.

4. ELIGIBILTY AND PARTICIPATION

All employees meeting the definition of an Eligible Employee are eligible to participate in the Program. Eligible Employees who are hired and start employment before the first day of the of 4th quarter of the Fiscal Year are eligible to Participate in the Program effective as of their start date, and will receive prorated Awards during the first year of participation in the Program. The amount of the prorated Award will be determined by the Program Administrator and will be based upon Fiscal Year to Date Earnings. Eligible Employees who are hired and start employment on or after the first day of the 4th quarter of the

Fiscal Year are eligible to participate in the Program effective as of the first day of the following Fiscal Year.

Employees who are promoted into an Eligible Employee position will receive Awards during the first year of participation in the Program based on the effective date of the promotion. The amount of the Award will be determined by the Program Administrator and will be based upon Fiscal Year to Date Earnings.

5. PROGRAM ADMINSTRATION

The Program shall be administered by the Program Administrator who shall have power and authority to construe interpret, and administer the Program, to determine eligibility for participation and to determine the amount of and eligibility to receive any Award under the Program. To the extent permissible under Code Section 162(m), the Program Administrator may delegate responsibility for the Program administration duties hereunder to any Company employee or other third party in its discretion, and is expected to oversee such activities.

6. CODE SECTION 162(m) GOALS FOR AWARD PAYMENT

The Program Administrator may only grant Awards to Eligible Employees who are considered Covered Employees under this Program if the Company meets the following performance goal:

1. Company Net Income (as defined in the Company 10-K) of [dollar amount]

Achievement of the above listed performance goal determines the Maximum Eligible Payout per Covered Employee, if any, at the end of the Fiscal Year, but does not determine the actual amount of a Participant's individual Award to be paid under the Program. The Maximum Eligible Payout and goals are established by the Compensation Committee within the first 90 days of the Performance Period. In no event shall the Maximum Eligible Payout exceed the limit approved by the Company shareholders within any Fiscal Year. The Awards under this Program are intended to qualify as "performance-based compensation" in accordance with Code Section 162(m), and the Program will be administered and interpreted consistent with such intention.

The Program Administrator will adjust the above performance measures for only certain objectives, including the following:

- Asset write-downs or impairments
- Litigation or claim judgments or settlements
- Changes in tax law or other such laws or provisions affecting reported results
- Cumulative effect of accounting changes as defined by generally accepted accounting principles, and as identified in the company's audited financial statements
- Gains or losses from:
    - the acquisition or disposition of businesses or assets
    - discontinued operations
- Restructuring charges
- Severance contract termination and other costs related to entering or exiting certain business activities

If unanticipated circumstances arise, the Program Administrator may use its discretion to reduce the payout to the necessary level based on such circumstances, but the Award cannot be increased to disregard the impact of such subsequent events.

7. AWARDS AND ALLOCATIONS

The amount paid to each Participant shall be based on the Performance Criteria established by the Program Administrator. The minimum and maximum target amounts of the Award and all Performance Criteria shall be communicated to the Participant within the first 90 days of the Fiscal Year, or for newly eligible Participants, within 30 days after the Participant first becomes eligible to participate in the Program. A copy of the current Performance Criteria applicable to this Program is attached hereto under Exhibit A. The Program Administrator may use its discretion to adjust performance metrics under the circumstances permitted for award adjustments contained in the Plan at any time during the Fiscal Year.

8. PAYMENT

Participants must be an Eligible Employee of the Company providing services as an Eligible Employee on last day of the applicable Performance Period in order to receive payment of an Award, unless termination is due to death, Disability or Retirement. If employment is terminated for any reason other than death, Disability or Retirement, then Awards under this Program are forfeited. The criteria for payment of Awards upon death, Disability or Retirement are outlined in Paragraph 9 below.

Notwithstanding the foregoing, Award payments shall be made if otherwise required to be paid by operation of federal or state law or legislation.

If a Participant transfers employment within the Company to a position not covered by the Program during a Performance Period, then Awards payable under this Program shall be forfeited. If a Participant becomes eligible for participation under a separate Company incentive compensation plan as a result of such transfer, then any Awards earned under such plan will be paid in accordance with the terms of that plan.

Award payments under the Program for a given Performance Period shall be paid in cash as soon as administratively practicable following the last day of such Performance Period, but in no event later than December 31st of the calendar year in which the Performance Period for the Award ends.

All Awards will be paid less withholding for all applicable taxes and other amounts which are required by law to be withheld or which the Participant has authorized the Company to withhold.

Due to recent legislative requirements governing the timing of compensation payments, it is imperative that Awards are paid timely. As a result, Participants are required to notify the Program Administrator as soon as possible if an Award is not timely made under the terms of this Program or if the amount of an Award is incorrect. Failure to notify the Program Administrator promptly of a late payment or incorrect payment amount could result in the Participant's award and certain other amounts being considered deferred compensation and potentially subject to penalties and interest.

The Company will, to the extent permitted by governing law, require reimbursement of a portion of any compensation received under any or all awards to a Participant where: (A) the payment was predicated upon the achievement of certain financial results that were subsequently the subject of a substantial restatement, (B) in the Committee's view the Participant engaged in fraud or misconduct that caused or partially caused the need for the substantial restatement, and (C) a lower payment would have been made to the Participant based upon the restated financial results. In each such instance, the Company will, to the extent practicable, seek to recover the amount by which the individual Participant's compensation for the relevant period exceeded the lower payment that would have been made based on the restated financial results, plus a reasonable rate of interest; provided that the Company will not seek to recover compensation paid more than three years prior to the date the applicable restatement is disclosed.

9. PAYMENT UPON TERMINATION OF EMPLOYMENT DUE TO DEATH, DISABILTY OR RETIREMENT

In the event of termination of employment due to death, Disability or Retirement, Awards shall be based on actual Fiscal Year end results for the Performance Period. The amount of the Awards will be determined by the Program Administrator using the Base Pay received by the Participant during the applicable Performance Period. Such Award payments will be made as soon as administratively practical after the Performance Period in which the termination of employment on account of death, Disability or Retirement occurred, but in no event later than December 31st of the calendar year in which the Performance Period for the Award ends.

Notwithstanding the foregoing, Awards provided upon death or Disability shall be forfeited for Eligible Employees who terminate employment on or prior to the last day of the 1st quarter of the Fiscal Year, unless payment is otherwise required to be paid by operation of federal or state law or legislation.

Notwithstanding the foregoing, Awards provided upon Retirement shall be forfeited for Eligible Employees who terminate employment on or prior to the last day of the 2nd quarter of the Fiscal Year, unless payment is otherwise required to be paid by operation of federal or state law or legislation.

10. AMENDMENT OR TERMINATION OF THE PROGRAM

The Company may amend, alter, suspend, discontinue or terminate the Program in whole or in part at any time by the action of the Program Administrator, but only with approval from the Governance and Compensation Committee of the Board of Directors. Each amendment shall be effective on the date specified therein as to Awards earned after the effective date of the amendment. No Participant shall have a legally binding right to an Award (or portion thereof) until such Award is actually paid.

11. CODE SECTION 409A COMPLIANCE

If and to the extent that any provision of an Award under this Program is required to comply with Code Section 409A, then such provision shall be administered and interpreted in a manner consistent with the requirements of such Code section. If, and solely to the extent that such provision as currently written would conflict with Code Section 409A, the Company shall have the authority, without the consent of the Participant, to administer such provision and to amend the Award with respect to such provision to the extent the Program Administrator deems necessary for the purposes of avoiding any portion of amounts owed to the Participant being retroactively included in the taxable income of the Participant for any prior taxable year.

The Company retains the right to delay any Award payment on account of a separation from service to any "Specified Employee" until the date that is six months after the separation from service in accordance with Code Section 409A(a)(2)(B)(i). "Specified Employee" for purposes of the Program is a specified employee as determined in accordance with Code Section 409A(a)(2)(B)(i).

12. GENERAL PROVISIONS

a. Compliance with Legal Requirements. The Program shall be subject to all applicable federal and state laws, rules and regulations and to such approvals by any regulatory or governmental agency as may be required.

b. No Right to Employment. Nothing in the Program shall be deemed to create a contract of employment between Company and any employee, nor a guaranty of employment with Company for any particular length of time.

c. No Right to Awards. No Eligible Employee, Participant or other person shall have any claim to be granted any Award under the Program. In addition, there is no obligation for uniformity of treatment of Eligible Employees or Participants under the Program. The Program is intended to constitute an "unfunded" program for incentive compensation. Nothing contained in the Program or any Award shall give any Participant any rights that are greater than a general creditor of the Company.

d. Indemnification. The Company shall indemnify and hold harmless each member of the Board of Directors and the Program Administrator and other persons connected with the Program in any capacity performing services on behalf of the Program Administrator, against any liability, cost or expense arising as a result of any claim asserted by any person or entity under the laws of any state or of the United States with response to any action or failure to act of such individuals taken in connection with this Program, except claims or liabilities arising from the willful misconduct or bad faith of such person.

e. Governing Law. The validity and construction of the Program and all determinations made and actions taken hereunder, as well as any amendment made to the Program, to the extent that federal laws do not control, will be governed by the laws of the State of New York, without giving effect to the principals of the conflict of laws.

f. Severability. If any provision of the Program or any Award is, becomes or is deemed to be invalid, illegal, or unenforceable in any jurisdiction, or would disqualify the Program or any Award under any law deemed applicable by the Program Administrator, then such provision shall be construed or deemed amended to conform to applicable laws, or if it cannot be so construed or deemed amended without, in the determination of the Compensation Committee, materially altering the purpose or intent of the Program or the Award, such provision shall be stricken as to such jurisdiction or such Award, and the remainder of the Program or Award shall remain in full force and effect.

g. Compensation Committee Certification. The Compensation Committee must certify that the goals set forth in the Performance Criteria have been met in order for Awards to be paid upon attainment of those goals in accordance with Code Section 162(m).

EXHIBIT 21.1

SUBSIDIARIES OF THE REGISTRANT

SUBSIDIARIES OF PAYCHEX, INC. AS OF MAY 31, 2011

Name of Subsidiaries	Jurisdiction of Incorporation
Advantage Payroll Services Inc.	Delaware
Fast 401k, Inc.	Delaware
Paychex Benefit Technologies Inc.	Delaware
Paychex Business Solutions, Inc.	Florida
Paychex Deutschland GmbH	Germany
Paychex Insurance Agency, Inc.	New York
Paychex Insurance Concepts, Inc.	New York
Paychex Investment Partnership LP (1)	Delaware
Paychex Management Corp.(2)	New York
Paychex North America Inc.	Delaware
Paychex of New York LLC (2)	Delaware
Paychex Real Estate, LLC (2)	New York
Paychex Recordkeeping Services, Inc.	Delaware
Paychex Securities Corporation	New York
Paychex Time & Attendance Inc.	Delaware
PXC Inc.	New York
Rapid Payroll, Inc.	California
SurePayroll Inc.	Delaware

(1) Paychex Investment Partnership LP is 1% owned by Paychex, Inc. and 99% owned by PXC Inc.

(2) Paychex of New York LLC, Paychex Management Corp. and Paychex Real Estate LLC are 100% owned by Paychex Investment Partnership LP.

Certain subsidiaries, which considered in the aggregate as a single subsidiary, that would not constitute a significant subsidiary, per Regulation S-X, Article 1, as of May 31, 2011, have been omitted from this exhibit.

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements of Paychex, Inc. of our reports dated July 15, 2011 with respect to the consolidated financial statements and schedule of Paychex, Inc. and the effectiveness of internal control over financial reporting of Paychex, Inc., included in this Annual Report (Form 10-K) for the year ended May 31, 2011.

Form	Registration Statement No.	Description
S-8	No. 333-65191	1998 Stock Incentive Plan
S-8	No. 333-84055	401(k) Incentive Retirement Plan
S-8	No. 333-129571	Non-Qualified Stock Option Agreement
S-8	No. 333-170871	2002 Stock Incentive Plan, as amended and restated effective October 13, 2010

/s/ Ernst & Young LLP

Chicago, Illinois
July 15, 2011

EXHIBIT 24.1

POWER OF ATTORNEY

The undersigned Directors of Paychex, Inc., do hereby constitute and appoint Martin Mucci their true and lawful attorney and agent, to execute the Paychex, Inc., Annual Report on Form 10-K for the fiscal year ended May 31, 2011, for us and in our names as Directors, to comply with the Securities Exchange Act of 1934, as amended, and the rules, regulations and requirements of the Securities and Exchange Commission, in connection therewith.

Dated: July 6, 2011	/s/ B. Thomas Golisano
	B. Thomas Golisano
Dated: July 6, 2011	/s/ Joseph G. Doody
	Joseph G. Doody
Dated: July 6, 2011	/s/ David J. S. Flaschen
	David J. S. Flaschen
Dated: July 6, 2011	/s/ Grant M. Inman
	Grant M. Inman
Dated: July 6, 2011	/s/ Pamela A. Joseph
	Pamela A. Joseph
Dated: July 6, 2011	/s/ Joseph M. Tucci
	Joseph M. Tucci
Dated: July 6, 2011	/s/ Joseph M. Velli
	Joseph M. Velli

EXHIBIT 31.1

**CERTIFICATION PURSUANT TO
SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, MARTIN MUCCI, certify that:

1. I have reviewed this Annual Report on Form 10-K of Paychex, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 15, 2011

/s/ Martin Mucci
President and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION PURSUANT TO
SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, JOHN M. MORPHY, certify that:

1. I have reviewed this Annual Report on Form 10-K of Paychex, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 15, 2011

/s/ John M. Morphy
Vice President of Finance
(Principal Financial Officer)

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Paychex, Inc. (the “Company”) on Form 10-K for the fiscal year ended May 31, 2011 as filed with the Securities and Exchange Commission (“SEC”) on the date hereof (the “Report”), I, MARTIN MUCCI, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement has been provided to the Company and will be retained by the Company and furnished to the SEC upon request.

Date: July 15, 2011

/s/ Martin Mucci
Martin Mucci
President and Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Paychex, Inc. (the "Company") on Form 10-K for the fiscal year ended May 31, 2011 as filed with the Securities and Exchange Commission ("SEC") on the date hereof (the "Report"), I, JOHN M. MORPHY, Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement has been provided to the Company and will be retained by the Company and furnished to the SEC upon request.

Date: July 15, 2011

/s/ John M. Morphy
John M. Morphy
Vice President of Finance (Principal Financial Officer)