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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Gibson John B</u> _____ (Last) (First) (Middle) 911 PANORAMA TRAIL SOUTH _____ (Street) ROCHESTER NY 14625 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PAYCHEX INC [ PAYX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner Officer (give title below) _____ Other (specify below) _____ <b>President and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 07/15/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Stock	07/15/2024		S		12,670	D	\$119.53	55,745	D		
Common Stock	07/15/2024		F		8,361 <sup>(1)</sup>	D	\$121.63	47,384	D		
Common Stock	07/15/2024		A		8,633 <sup>(2)</sup>	A	\$0	56,017	D		
Common Stock	07/15/2024		A		9,186 <sup>(3)</sup>	A	\$0	65,203	D		
Common Stock	07/15/2024		A		14,434 <sup>(3)</sup>	A	\$0	79,637	D		

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$121.63	07/15/2024		A		64,126		07/15/2025	07/14/2034	Common Stock	64,126	\$121.63	64,126	D	
Stock Option	\$69.54							07/11/2019	07/10/2028	Common Stock	31,653		31,653	D	
Stock Option	\$85.46							07/10/2020	07/09/2029	Common Stock	34,165		34,165	D	
Stock Option	\$73.53							07/15/2021	07/14/2030	Common Stock	39,823		39,823	D	
Stock Option	\$112.67							07/15/2022	07/14/2031	Common Stock	26,547		26,547	D	
Stock Option	\$125							01/15/2023	01/14/2032	Common Stock	2,972		2,972	D	
Stock Option	\$115							07/15/2023	07/14/2032	Common Stock	21,954		21,954	D	
Stock Option	\$109.19							10/15/2023	10/14/2032	Common Stock	20,485		20,485	D	
Stock Option	\$120.86							07/15/2024	07/14/2033	Common Stock	63,583		63,583	D	

**Explanation of Responses:**

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

Stephanie L. Schaeffer, Attorney-in-fact 07/17/2024

\*\* Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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