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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>Bottini Mark Anthony</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)  Sr. VP of Sales
	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		F		4,813 <sup>(1)</sup>	D	\$121.63	77,877	D	
Common Stock	07/15/2024		A		2,960 <sup>(2)</sup>	A	\$0	80,837	D	
Common Stock	07/15/2024		A		7,349 <sup>(3)</sup>	A	\$0	88,186	D	
Common Stock								1,668	I	401(k)
Common Stock ESPP								23	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					
Stock Option	\$121.63	07/15/2024		A		19,787		07/15/2025	07/14/2034	Common Stock 19,787	\$121.63	19,787	D	
Stock Option	\$47.32							07/08/2016	07/07/2025	Common Stock 46,875		46,875	D	
Stock Option	\$60.84							07/06/2017	07/05/2026	Common Stock 43,760		43,760	D	
Stock Option	\$60.84							07/06/2017	07/05/2026	Common Stock 113,318		113,318	D	
Stock Option	\$57.24							07/12/2018	07/11/2027	Common Stock 41,159		41,159	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 22,755		22,755	D	
Stock Option	\$115							07/15/2023	07/14/2032	Common Stock 17,563		17,563	D	
Stock Option	\$120.86							07/15/2024	07/14/2033	Common Stock 19,904		19,904	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.**