# FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

Responses	<u>,                                      </u>															
1. Name and Address of Reporting Person * CLARK G THOMAS				2. Issuer Name and Ticker or Trading Symbol PAYCHEX INC [PAYX]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director10% Owner					
911 PANORAMA TRAIL S. (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 10/31/2003							Offic	er (give title belo	ow)	Other (specify	below)	
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)							6. Individual or Joint/Group Filing(Check Applicable Line)  _X_ Form filed by One Reporting Person _Form filed by More than One Reporting Person					
2K, N I	(State)	(Zip)			Т.	oblo I	No	n Do	rivativa (	Soouriti	ios A ogu	uirod Dien	aced of or l	Ronoficially	Owned	
1.Title of Security (Instr. 3) 2. Transa Date			2A. Deemed Execution Date, if any		e, if	3. Transaction Code (Instr. 8)			on 4. Securities Acquired			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)			6. Ownership Form:	Beneficial
			(Month	n/Day/Ye	ear)		-	V	Amount	(A) or (D)	Price					Ownership (Instr. 4)
ock		10/31/2003				S			25,625	D	\$38.6	8 100,32	26 <sup>(1)</sup>		D	
Common Stock		10/31/2003	31/2003			S			1,500	D	\$38.6	8 1,348	1,348		I	Spouse as trustee for daughter
ort on a se	eparate line f		· Deriva	ntive Sec	urit	ies Ac	quire	Per con the	sons whatained in form dis	no responding this factoring the second seco	form ai a curre	e not requently valid	uired to res d OMB con	spond unle	ess	1474 (9-02)
nversion	Date	Execution D (Year) any	ate, if	4. Transact Code	ion	5. Numb of Deriv Secur Acqui (A) or Dispo of (D) (Instr	ative ities ired rosed ) . 3,	6. I and (Mo	Date Exer I Expirationth/Day/	cisable on Date (Year)	7. An Un Sec (In 4)	Fitle and fount of derlying curities str. 3 and	Derivative Security (Instr. 5)	Derivative Securities Beneficiall Owned Following Reported	Owners Form o Derivat Securit Direct o or India	Beneficial Ownersh (Instr. 4)  Beneficial Ownersh (Instr. 4)
	HOMA AMA T R, NY ty  ty  version xercise e of ivative	HOMAS  (First)  AMA TRAIL S. (Street)  R, NY 14625 (State)  ty  ck  ck  rt on a separate line for the service of each of the service of the s	HOMAS  (First) (Middle)  AMA TRAIL S.  (Street)  R, NY 14625  (State) (Zip)  ty 2. Transaction Date (Month/Day/Year)  ck 10/31/2003  rt on a separate line for each class of security of the s	HOMAS  (First)  AMA TRAIL S.  (Street)  R, NY 14625  (State)  2. Transaction Date (Month/Day/Year)  ck  10/31/2003  Table II - Deriva (e.g., p.	HOMAS  (First) (First) (Middle)  3. Date of Ear 10/31/2003  (Street)  4. If Amendm  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  3. Date of Ear 10/31/2003  4. If Amendm  2A. Deemed Execution Date any (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Sec (e.g., puts, call any (Month/Day/Year))  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)	HOMAS  (First) (Middle)  AMA TRAIL S. (Street)  (Street)  (State)  (Zip)  (A. If Amendment, Month/Day/Year)  (Month/Day/Year)  (Ck)  (Cip)  (Cole)  (Cip)  (Cole)  (Cole) (Instr. 8)  (Cole) (Instr. 8)	HOMAS  (First) (Middle)  3. Date of Earliest Trans 10/31/2003  4. If Amendment, Date  (Street)  (State)  (Zip)  Table I  ty  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Code any (Month/Day/Year)  Table II - Derivative Securities Actes (e.g., puts, calls, warrans any (Month/Day/Year)  Table II - Derivative Securities Actes (e.g., puts, calls, warrans (Month/Day/Year)  A. Deemed Execution Date (e.g., puts, calls, warrans (Month/Day/Year)  (Month/Day/Year)  A. Deemed Execution Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	HOMAS  (First) (Middle)  3. Date of Earliest Transaction 10/31/2003  4. If Amendment, Date Origin 10/31/2003  (Street)  4. If Amendment, Date Origin 10/31/2003  (State)  (Zip)  Table I - Non 2A. Deemed Execution Date, if (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, open version Date (Month/Day/Year)  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, open version Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (E.g., puts, calls, warrants, open version Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	HOMAS  (First) (Middle) (Street)  (Street)  (State)  (State)  (Zip)  (A. If Amendment, Date Original Interpretation (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A. If Amendment, Date Original Interpretation (Month/Day/Year)  (Month/Day/Year)  (A. If Amendment, Date Original Interpretation (Month/Day/Year)  (A. Deemed Execution Date, if (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A. Deemed Execution Date, if (Instr. 8)  (A. Deemed Execution Date, if (Month/Day/Year)  (A. Deemed Execution Date, if (Month/Day/Year)  (A. Deemed Execution Date, if (A. Deemed (A. S. Deemed (A. S. Mounther) (Month/Day/Year)  (A. Deemed Execution Date, if (Month/Day/Year)  (A. Deemed (A. S. Mounther)  (A. Deemed Execution Date, if (Month/Day/Year)  (A. Deemed (A. S. Mounther)  (A. Deemed (Month/Day/Year)  (A. Deemed Execution Date, if (Mo	HOMAS  (First) (Middle) (Street)  R, NY 14625  (State)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Code (Instr. 8)  (Instr. 3,  Code V Amount Code (Instr. 3)  Code V Amount Code (Instr. 3)  Code V Amount Code (Instr. 3)  (Instr. 4)  (Instr. 4)  (Instr. 4)  (Instr. 3)  (Instr. 3)  (Instr. 3)	HOMAS  (First) (Middle) (First) (Middle) (Street)  (Street)  R, NY 14625  (State)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Bate (A) or Date (A) or Date (B) or Month/Day/Year)  (Month/Day/Year)  (A)  (A)  (A)  (A)  (Code  (Instr. 3, 4 and 5)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Middle)  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  (A) or Disposed (Instr. 8)  (A)  (A)  (A)  (Code  (Instr. 8)  (A)  (A)  (A)  (A)  (A)  (A)  (B)  (A)  (A	HOMAS  (First)  (Middle)  (AMA TRAIL S.  (Middle)  (Street)  (Street)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8)  (Instr. 3, 4 and 5)  (A) or Or Disposed of (D) (Instr. 8)  (Ins	AMA TRAIL S.  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (State)  7. Table 1 - Non-Derivative Securities Acquired, Day Sas.68  (Instr. 3)  (I	Code   Code	HOMAS PAYCHEX INC [PAYX]  (Find) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 10/31/2003  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing, Form filed by One Reporting Persons.  (R, NY 14625  (State) (Zip) Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3 and 4) (Check all appliance) (Check al	HOMAS PAYCHEX INC [PAYX] Check all applicable) (First) (Middle) (A) Date of Earliest Transaction (Month/Day/Year)  (Sirred) 4. If Amendment, Date Original FiledMonth/Day/Year)  (Soute) (Zip) Table I - Non-Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned Following (Instr. 4)  (Soute) (Zip) Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) Price (Instr. 3) (Instr. 4)  (Soute) (Zip) Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) Price (Instr. 3) (Instr. 4)  (Code V Amount (D) Price (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 4) (Instr. 4) (Instr. 4)  (Code V Amount (D) Price (Instr. 4) (Instr. 3) (Instr. 3) (Instr. 4)

### **Reporting Owners**

B 41 0 V /	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
CLARK G THOMAS 911 PANORAMA TRAIL S. ROCHESTER, NY 14625	X					

#### **Signatures**

Jan Shuler, Attorney-in-fact	10/31/2003
**Signature of Reporting Person	Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Excludes the following: indirect ownership of 171,396 for spouse, and indirect ownership of 100,830 for Granger Group, LLC.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.