# FORM 5

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

OMB APPF	ROVAL
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hours per respons	1 0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 3 Holdings Reported Form 4 Transactions

Reported

### ANNUAL 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

1. Name and Address of Reporting Pe BROWNE KATHLEEN A	1				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First)		3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)				ĺ	Officer (give title below) X Other (specify below)  Controller			
911 PANORAMA TRAIL S.		05/31/2004	N . O 1 . 1	1			( I I' : 1			
(Street)		4. If Amendment, L	Amendment, Date Original Filed(Month/Day/Year)			1	6. Individual or Joint/Group Reporting (check applicable line)			
ROCHESTER, NY 14625							X_ Form Filed by One Reporting Person Form Filed by More than One Reporting	g Person		
(City) (State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Ber					red, Disposed of, or Beneficially	Owned		
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if	Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price		of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock							349	D		
Common Stock							320 (1)	Ι	401(k)	
Common Stock ESPP							102.792 (2)	D		

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

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 control number.

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

1. Title of	2.	3. Transaction	3A. Deemed	4.	5.		6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number	10.	11. Nature		
Derivative	Conversion	Date	Execution Date, if	Transaction	Numl	oer	and Expirati	on Date	Amou	ınt of	Derivative	of	Ownership	of Indirect		
Security	or Exercise	(Month/Day/Year)	any	Code	of		(Month/Day	/Year)	Unde	rlying	Security	Derivative	Form of	Beneficial		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Deriv	ative			Secur	rities	(Instr. 5)	Securities	Derivative	Ownership		
	Derivative				Secur	ities			(Instr	. 3 and		Beneficially	Security:	(Instr. 4)		
	Security				Acqu	ired			4)			Owned at	Direct (D)			
					(A) o	r						End of	or Indirect			
					Dispo	sed						Issuer's	(I)			
					of (D)	)						Fiscal Year	(Instr. 4)			
					(Instr	. 3,						(Instr. 4)				
					4, and	15)										
										Amount						
							_			or						
							Date Exercisable	Expiration		Number						
								Exercisable	Exercisable	Date		of				
					(A)	(D)				Shares						

#### **Reporting Owners**

Donouting Owner Name /	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
BROWNE KATHLEEN A 911 PANORAMA TRAIL S. ROCHESTER, NY 14625				Controller			

### **Signatures**

Kathleen A. Browne	06/03/2004
**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) 401(k) balance as of May 31, 2004
- (2) ESPP balance as of May 31, 2004

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Know all by these presents, that the undersigned's hereby makes, constitutes and appoints John M. Morphy and Janis M. Shuler as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of, a Paychex, Inc.corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");
- (2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and
- (3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

- (1) this Power of Attorney authorizes, but does not require, such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;
- (2) any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;
- (3) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and
- (4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3rd day of June, 2004.

Kathleen	A.
Browne	

Kathleen A. Browne Print Name
STATE OF New York
COUNTY OF Monroe
On this 3rd day of June, 2004, Kathleen A. Browne personally appeared before me, and acknowledged that s/he executed the foregoing instrument for the purposes therein contained.
IN WITNESS WHEREOF, I have hereunto set my hand and official seal.
Kathleen L. Coons Notary Public
August 31, 2005
Commission Expires: