# FORM 4

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

OMB APPE	ROVAL
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

(Print or Ty	pe Responses	3)																
Name and Address of Reporting Person *  Vossler Jennifer R.			2. Issuer Name and Ticker or Trading Symbol PAYCHEX INC [PAYX]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director10% Owner XOfficer (give title below)Other (specify below)  VP/Controller							
(Last) (First) (Middle) 911 PANORAMA TRAIL SOUTH				3. Date of Earliest Transaction (Month/Day/Year) 07/06/2011														
(Street)				4. If A	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					
ROCHES	STER, NY	14625											Form	filed by Mo	ore than One Re	eporting Person		
(City) (State) (Zip)			Table I - Non-Derivative Securities Acqu							s Acqui	uired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Yes	2A. Deemed Execution Date, any (Month/Day/Yea		n Date, if	if Code (Instr. 8		(A		Securities Acquire A) or Disposed of (Instr. 3, 4 and 5)						Form: Direct (D)	7. Nature of Indirect Beneficial Ownership	
							Co	ode	V Amount (D)		. ,	Price	(		r Indirect (Inst I) Instr. 4)	(Instr. 4)		
Common	Stock		06/01/2011				J	4	6 (1)	A !	\$ 0	8,414				D		
Common	Common Stock		07/06/2011				S	S	1	03 (2)	1	\$ 31.34	8,311				D	
Common	Common Stock 07/		07/06/2011			F	A		,340 <u>3)</u>	A S	\$ 0	10,651	1			D		
Common	ommon Stock 07/07/2011					S	S	3	30 (2)	11)	\$ 31.63	10,321	1			D		
	Common Stock											187 <mark>(4</mark>	)			[	401(k)	
		separate line for each	n class of securities b	eneficia	ılly o	wned direc	ctly or		-									
		separate line for each		- Deriv	vativ	e Securitio	es Acc	P in a quired	erson this f curre	orm arntly values	e not re lid OMB or Benef	quired contro	to resp I numb	tion of i		n containe orm display		1474 (9-02)
1. Title of Derivative Security	Report on a s	3. Transaction	Table II 3A. Deemed Execution Date, if	f - Deriv (e.g., 4. Transac Code	vativ puts		er of e (A) ed of	quired s, option 6. Date Expire	erson n this f curre d, Dispo	orm ar ntly valuesed of, nvertible cisable a ate	e not re lid OMB or Benef le securit	icially Cties) 7. Title of Und Securit	to respond number of numbe	etion of i pond un ber.	8. Price of	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction	f 10. Owners Form o Derivat Security Direct ( or Indir	11. Nature of Indire Beneficity Owners! (Instr. 4)
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II  3A. Deemed Execution Date, if any	f - Deriv (e.g., 4. Transac Code	vativ puts	e Securition, calls, want of the control of the con	er of e (A) ed of	quired s, optio 6. Dat Expira (Mont	derson this f curre d, Dispo ons, co te Exer	orm ar ntly valuesed of, nvertible cisable a ate	e not re lid OMB or Benef le securit	icially Cties) 7. Title of Und Securit	owned and Arerlying ies and 4)	etion of i pond un ber.	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported	f 10. Owners Form o Derivat Securit Direct ( or Indin	11. Nature of Indire Beneficity Owners! (Instr. 4)
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1. Title of Derivative Security (Instr. 3)  Stock Option Stock	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)  07/06/2011	Table II  3A. Deemed Execution Date, if any	(e.g., 4. Transac Code (Instr. 8	vative puts	e Securities, calls, war 5. Numbe Derivative Securities Acquired or Dispos (D) (Instr. 3, 4 and 5)  (A)  24,372	es Acc rranter of e (A) ed of 4,	Pina a quired 6. Date Exerce 07/00	erson n this t current this transfer	Expin Date  2 07/0 4 07/0	ration	Title  Comm Stoo  Comm	A or N of M of M or N or	mount  mount  f Shares  24,372	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	f 10. Owners Form o Derivat Securit Direct ( or India s) (I) (Instr. 4	11. Nature of Indire Beneficity Owners! (Instr. 4)
Reminder:  1. Title of Derivative Security (Instr. 3)  Stock Option Stock Option Stock	2. Conversion or Exercise Price of Derivative Security  \$ 31.34	3. Transaction Date (Month/Day/Year)  07/06/2011	Table II  3A. Deemed Execution Date, if any	(e.g., 4. Transac Code (Instr. 8	vative puts	e Securities, calls, war 5. Numbe Derivative Securities Acquired or Dispos (D) (Instr. 3, 4 and 5)  (A)  24,372	es Acc rranter of e (A) ed of 4,	Pina a quired 6. Date Expira (Monto)  Date Exerce 07/00  07/00	erson n this t current this this to current this transfer	Expir Date  2 07/0 4 07/0 0 05/0	ration	required control contr	A or N of the case	mount  mount  f Shares  24,372	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)  24,372	f 10. Owners Form o Derivat Securit Direct or Indir s) (I) (Instr. 4	11. Nature of Indire Beneficity Owners! (Instr. 4)

## **Reporting Owners**

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Vossler Jennifer R. 911 PANORAMA TRAIL SOUTH ROCHESTER, NY 14625			VP/Controller				

#### **Signatures**

Stephanie L. Schaeffer, Attorney-in-fact	07/08/2011
**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) Updated balance reflects 46 shares acquired through a Dividend Investment Program.
- (2) Disposition of shares to satisfy tax withholding obligations arising from lapse of restrictions applicable to award of restricted stock.
- (3) Award of restricted stock, subject to vesting, pursuant to the Amended and Restated 2002 Stock Incentive Plan.
- (4) 401(k) balance as of June 1, 2011.
- (5) Grant of non-qualified stock options, subject to vesting based on achievement of multi-year performance metrics, pursuant to the Amended and Restated 2002 Stock Incentive Plan.

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.