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

	pe Response	,																
1. Name and Address of Reporting Person * HILL KEVIN N				2. Issuer Name and Ticker or Trading Symbol PAYCHEX INC [PAYX]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) Vice President						
(Last) (First) (Middle) 911 PANORAMA TRAIL SOUTH				3. Date of Earliest Transaction (Month/Day/Year) 07/11/2012														
(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							
	STER, NY											-	Form	filed by M	ore than One R	eporting Person		
(Cit	y)	(State)	(Zip)				Tabl	e I - Noi	n-Deri	vative S	ecuritie	s Acqui	red, Di	sposed o	f, or Benef	icially Owne	d	
(Instr. 3) Date			2. Transaction Date (Month/Day/Year	2A. Deemed Execution Date, in any (Month/Day/Year		Date, if	(Instr. 8)		(/	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)						6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership	
				(WOII	III/ D	ay/1 cai)	С	ode	V A	mount	(A) or (D)	Price	(msu. s	3 and 4)			or Indirect (I) (Instr. 4)	
Common Stock 07/2			07/11/2012				A	2	,549 1	A	\$ 0	15,77	7			D		
Common	Common Stock 07/11/201							A	9,	0,011 2)	A	\$ 0 2	24,788 D					
Reminder:	Report on a s	separate line for each	n class of securities b	eneficial	lly ov	wned dire	ectly	or indire	ectly.									
								in	this f	orm are	e not re	quired	to res	pond u		on containe form displa		1474 (9-02)
								a	currer	itly vali	id OMB	contro	ol num	ber.				
				ъ.														
			Table II			Securiti calls, wa							Owned					
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	(e.g., p 4. Transact Code	tion	calls, wa 5. Numb	er ative es d (A)	6. Date Expirat	e Exerci	sable an	e securi		and An			9. Number of Derivative Securities Beneficially Owned Following Reported Transaction	Owners Form o Derivat Securit Direct (or Indir	hip of India Beneficive Owners y: (Instr. 4
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, if any	(e.g., p 4. Transact Code	tion	5. Numb of Derive Securitie Acquired or Dispo of (D) (Instr. 3,	er ative es d (A)	6. Date Expirat	e Exercition Dan/Day/Y	sable an	e securi	7. Title of Unde Securiti	and An erlying ies 3 and 4)	mount	Derivative Security	Derivative Securities Beneficially Owned Following Reported	Owners Form o Derivat Securit Direct (or Indir	hip of India f Benefic ive Owners y: (Instr. 4
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Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
HILL KEVIN N 911 PANORAMA TRAIL SOUTH ROCHESTER, NY 14625			Vice President			

Signatures

Stephanie L. Schaeffer, Attorney-in-fact	07/13/2012
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) Award of restricted stock, subject to vesting, pursuant to the Amended and Restated 2002 Stock Incentive Plan.
- (2) Award of restricted stock, subject to vesting, pursuant to performance award under 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.