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

OMB APPRO	VAL
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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 Type Responses) 1. Name and Address of Reporting Person Gibson John B				2. Issuer Name and Ticker or Trading Symbol PAYCHEX INC [PAYX]							4	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
(Last) (First) (Middle) 911 PANORAMA TRAIL SOUTH				3. Date of Earliest Transaction (Month/Day/Year) 07/09/2014								X_Officer (give title below) Other (specify below) Sr. VP, Service						
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)								Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
ROCHESTER, NY 14625 (City) (State) (Zip)				Table I Now Downston Communication								uired, Disposed of, or Beneficially Owned						
1.Title of Security 2. Transaction Date					ed Date, if	3. Transaction Code (Instr. 8)		n 4.	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)			neficially 6	6. Ownership Form:	7. Nature of Indirect Beneficial	
				(Mon	tth/Da	ay/Year)	Со	ode '	V A	mount	(A) or (D)	Price	(Instr. 3 and 4) Direct (D) or Indirect (I) (Instr. 4)		Ownership (Instr. 4)			
Common	Common Stock 07/09/2014						Α	A	4 (1	,096 <u>1</u>	A	\$ 0	8,719			I)	
Common	Common Stock 07/10/2014		07/10/2014			S	S	5	70 (2)	D	\$ 41.92	8,149			I)		
Reminder:	Report on a s	separate line for each	class of securities be	eneficia	lly ov	wned dire	ectly o	Pei in t	rsons this f	orm are	e not re	equired		d unless		n contained orm display		1474 (9-02
Reminder:	Report on a s	separate line for each	class of securities be					Per in t a c	rsons this fo currer	orm are	e not re id OME	equired 3 contro	to respoi	d unless				1474 (9-02
1. Title of	2. Conversion	3. Transaction	Table II	- Deriva (e.g., p 4. Transac Code	ative outs,	Securiticalls, was 5. Numb of Derive Securities Acquired or Dispoof (D) (Instr. 3,	es Acquirrants er ative les d (A) sed	Per in t a c quired, l s, option 6. Date l	rsons this focurrer Dispons, con	orm are ntly vali sed of, onvertible isable are te	e not re id OME or Bene e securi	equired Contro	to respondent number Dwned and Amou erlying es	nt 8. Pri	rice of vative urity	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Owners Form of Derivat Security Direct (or Indir	11. Na hip of Indi Benefi Ve Owner (Instr.
Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction	Table II -	- Deriva (e.g., p 4. Transac Code	ative outs,	Securiticalls, was 5. Numb of Derive Securities Acquired or Dispo of (D)	es Accorrants er dative lass data (A) sed 4,	Per in t a c quired, l s, option 6. Date l Expiration	rsons this fo currer Dispo ns, con Exerci on Da Day/Y	orm are ntly vali sed of, onvertible isable are te	e not reid OME or Bene e securi	ficially Cities) 7. Title of Unde Securities	to respondent number Dwned and Amou erlying es	at 8. Pri Deriv Secu (Instr	rice of vative urity	9. Number of Derivative Securities Beneficially Owned Following	10. Owners Form of Derivat Security Direct (or Indir	11. Na of Indi Benefic Owner (Instr.
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction	Table II -	- Deriva (e.g., p 4. Transac Code (Instr. 8	ative outs,	Securiticalls, was 5. Number of Deriv. Securities Acquired or Disposof (D) (Instr. 3, and 5)	es Accerrants rrants size d (A) ssed 4, (D)	Pelint a c quired, 1 s, option 6. Date 1 Expirati (Month/	rsons this for currer Dispo as, cor Exercis on Da (Day/Y	sed of, overtiblisable arte (Zear) Expira Date	e not reid OME or Benee securi	required 3 control ficially Cities) 7. Title of Unde Securiti (Instr. 3	or respondent to respondent to respondent to the second se	at 8. Pri Deriv Secur (Instrument res	rice of vative urity	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s	10. Owners Form of Derivat Security Direct (or Indir	11. Na of Indi Benefic Owner (Instr.
Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Table II -	- Deriva (e.g., p 4. Transac Code (Instr. 8	ative outs,	Securiticalls, was 5. Numboof Derivor. Securities Acquired or Dispoof (D) (Instr. 3, and 5)	es Acç rrantster (all the control of	Pei in ta c c quired, 1 s, option 6. Date 1 Expiratio (Month/	rsons this focurrer Disposis, con Exercise On Day/Y	expiral Date	e not reid OME or Bene e securiond	ritle Communication Communication	Amou or Numl of Sh	at 8. Print Deriv Secur (Instrument res 71 \$ 4	rice of vative urity r. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	10. Ownerss Form of Derivat Security Direct (or Indir) (I) (Instr. 4	11. Na of Indi Benefic Owner (Instr.

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Gibson John B							
911 PANORAMA TRAIL SOUTH			Sr. VP, Service				
ROCHESTER, NY 14625							

Signatures

Stephanie L. Schaeffer, Attorney-in-fact	07/11/2014
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) Disposition of shares to satisfy tax withholding obligations arising from lapse of restrictions applicable to restricted stock.

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.