FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
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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 Type Responses) | | | | | | | | | | | |
|--|---|---|--------|--|--------------|-------------------------|---|--|------------|--|--|
| Name and Address of Reporting Pers Bottini Mark Anthony | 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 | | | | |
| 911 PANORAMA TRAIL SOU | CERT T | 3. Date of Earliest Transaction (Month/Day/Year) 07/10/2019 | | | | | | X_ Officer (give title below) Other (specify below) Sr. VP of Sales | | | |
| ROCHESTER, NY 14625 | 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 | | | | |
| (City) (State) | (Zip) | Table I - Non-Derivative Securities Acq | | | | | | uired, Disposed of, or Beneficially Owned | | | |
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) 2. Deemed Execution Date, if (Month/Day/Year) 2. Deemed Execution Date, if (Code (Instr. 8) (Instr. 3, 4 and 5) (A) or | | of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | or Indirect | Beneficial Ownership | | | | | |
| Common Stock | 07/10/2019 | | Code | V | 2,559 (1) | (D) | \$ 0 | 55,960 | (Instr. 4) | | |
| Common Stock | 07/10/2019 | | A | | 8,306 (2) | A | \$ 0 | 64,266 | D | | |
| Common Stock | 07/11/2019 | | S | | 248 (3) | D | \$ 85.33 | 64,018 | D | | |

| Reminder: Report on a separate line for each class of securities beneficially owned directly or in | directly. | | |
|--|------------------|---|----------------|
| | in this form are | spond to the collection of information contained not required to respond unless the form displays OMB control number. | SEC 1474 (9-02 |
| | | | |

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

| (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | |
|--|-----------------|------------------|--------------------|-----------|------|------------|-----|----------------|------------|--------------|------------------|---------------------|----------------|-------------|-------------|
| 1. Title of | | 3. Transaction | 3A. Deemed | 4. | | 5. Number | | 6. Date Exerci | | 7. Title and | | | | 10. | 11. Nature |
| | Conversion | | Execution Date, if | | tion | | | | | | | | Derivative | Ownership | of Indirect |
| | | (Month/Day/Year) | | Code | | Securities | | (| | | | Security (Instr. 5) | Securities | Form of | Beneficial |
| | Price of | | (Month/Day/Year) | (Instr. 8 |) | Acquired | | | (Ins | | (Instr. 3 and 4) | | Beneficially | | Ownership |
| | Derivative | | | | | or Dispos | sed | | | | | | Owned | Security: | (Instr. 4) |
| | Security | | | | | of (D) | | | | | | | Following | Direct (D) | |
| | | | | | | (Instr. 3, | 4, | | | | | | Reported | or Indirect | |
| | | | | | | and 5) | | | | | | | Transaction(s) | | |
| | | | | | | | | | | | Amount | | (Instr. 4) | (Instr. 4) | |
| | | | | | | | | Date | Expiration | Title | or | | | | |
| | | | | | | | | Exercisable | Date | Title | Number | | | | |
| | | | | Code | V | (A) | (D) | | | | of Shares | | | | |
| Stock | | | | | | | | | | Common | | | | _ | |
| Option | \$ 85.46 | 07/10/2019 | | Α | | 34,165 | | 07/10/2020 | 07/09/2029 | Stock | 34,165 | \$ 85.46 | 34,165 | D | |
| Option | | | | | | | | | | Stock | | | | | |
| Stock | # 3 0.06 | | | | | | | 10/10/2012 | 10/17/2021 | Common | 25.062 | | 25.062 | ъ | |
| Option | \$ 28.06 | | | | | | | 10/18/2012 | 10/17/2021 | Stock | 35,063 | | 35,063 | D | |
| | | | | | | | | | | | | | | | |
| Stock | \$ 28.06 | | | | | | | 10/18/2014 | 10/17/2021 | Common | 33,750 | | 33,750 | D | |
| Option | \$ 28.00 | | | | | | | 10/16/2014 | 10/1//2021 | Stock | 33,730 | | 33,730 | D | |
| _ | | | | | | | | | | C | | | | | |
| Stock | \$ 31.65 | | | | | | | 07/11/2013 | 07/10/2022 | Common | 58,901 | | 58,901 | D | |
| Option | Φ 21.02 | | | | | | | 07/11/2015 | 0771072022 | Stock | 00,501 | | 20,501 | | |
| Stock | | | | | | | | | | Common | | | | | |
| | \$ 38.48 | | | | | | | 07/10/2014 | 07/09/2023 | | 53,911 | | 53,911 | D | |
| Option | | | | | | | | | | Stock | Í | | , | | |
| Stock | | | | | | | | | | Common | | | | | |
| | \$ 41.7 | | | | | | | 07/09/2015 | 07/08/2024 | Stock | 44,271 | | 44,271 | D | |
| Option | | | | | | | | | | Stock | | | | | |
| Stock | | | | | | | | | | Common | | | | _ | |
| Option | \$ 47.32 | | | | | | | 07/08/2016 | 07/07/2025 | Stock | 46,875 | | 46,875 | D | |
| | | | | | | | | | | Stock | | | | | |
| Stock | 0.0004 | | | | | | | 07/06/2017 | 07/05/2026 | Common | 42.760 | | 42.760 | ъ | |
| Option | \$ 60.84 | | | | | | | 0 //06/201 / | 07/05/2026 | Stock | 43,760 | | 43,760 | D | |
| | | | | | | | | | | | | | | | |
| Stock | 0.600: | | | | | | | 05/06/06/5 | 05/05/000 | Common | 1.15.16.5 | | 1.15.10- | _ | |
| Option | \$ 60.84 | | | | | | | 07/06/2017 | 07/05/2026 | Stock | 147,405 | | 147,405 | D | |
| 1 | | | | | | | | | | , | | | | | |
| Stock | | | | | | | | | | Common | | | | | |
| Option | \$ 57.24 | | | | | | | 07/12/2018 | 07/11/2027 | Stock | 41,159 | | 41,159 | D | |
| Option | | | | | | | | | | Stock | | | | | |
| | | | | | | | | | | | | | | | |

| Stock Option \$ 69.54 | 07/11/2019 07/10/2028 Common Stock 31,653 | 31,653 D |
|--------------------------|---|----------|
|--------------------------|---|----------|

Reporting Owners

| | | Relationships | | | | | |
|---|----------|---------------|-----------------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| Bottini Mark Anthony 911 PANORAMA TRAIL SOUTH ROCHESTER, NY 14625 | | | Sr. VP of Sales | | | | |

Signatures

| Stephanie L. Schaeffer, Attorney-in-fact | 07/12/2019 |
|--|------------|
| **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 units, subject to vesting, pursuant to the Amended and Restated 2002 Stock Incentive Plan
- (2) Award of restricted stock, subject to vesting, pursuant to the performance award under the Amended and Restated 2002 Stock Incentive Plan.
- (3) 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.

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