

# FORM 4

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

OMB APPROVAL	
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**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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>Gibson John B</b>			2. Issuer Name and Ticker or Trading Symbol <b>PAYCHEX INC [PAYX]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Sr. VP, Service</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>07/10/2020</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
911 PANORAMA TRAIL SOUTH			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street)								
ROCHESTER, NY 14625								
(City)			(State)			(Zip)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/25/2020		G		11,000 (1)	D	\$ 87.21	22,213	D	
Common Stock	07/10/2020		A		13,880 (2)	A	\$ 0	36,093	D	
Common Stock	07/10/2020		S		10,188 (3)	D	\$ 73.3	25,905	D	
Common Stock	07/11/2020		A		8,305 (4)	A	\$ 0	34,210	D	

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$ 60.84	07/10/2020		J		34,087	07/06/2017	07/05/2026	Common Stock	34,087	\$ 0	113,318 (5)	D	
Stock Option	\$ 38.48						07/10/2014	07/09/2023	Common Stock	53,911		53,911	D	
Stock Option	\$ 41.7						07/09/2015	07/08/2024	Common Stock	44,271		44,271	D	
Stock Option	\$ 47.32						07/08/2016	07/07/2025	Common Stock	46,875		46,875	D	
Stock Option	\$ 60.84						07/06/2017	07/05/2026	Common Stock	41,329		41,329	D	
Stock Option	\$ 57.24						07/12/2018	07/11/2027	Common Stock	41,159		41,159	D	
Stock Option	\$ 69.54						07/11/2019	07/10/2028	Common Stock	31,653		31,653	D	
Stock Option	\$ 85.46						07/10/2020	07/09/2029	Common Stock	34,165		34,165	D	

## Reporting Owners

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

## Signatures

Stephanie L. Schaeffer, Attorney-in-fact		07/14/2020
<small>Signature of Reporting Person</small>		<small>Date</small>

## 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) Shares were gifted to the Alpha Sigma Phi Foundation.
- (2) Grant of restricted stock from the 2016 LTIP award, based on achievement of multi-year performance metrics, pursuant to 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.
- (4) Award of restricted stock, subject to vesting, pursuant to the performance award under the Amended and Restated 2002 Stock Incentive Plan.
- (5) Updated balance reflects cancellation of unvested options following Performance Period.

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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