

# FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person <b>MUCCI MARTIN</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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>CEO &amp; President</b>	
(Last) <b>911 PANORAMA TRAIL S.</b>	(First) <b>S.</b>	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>07/15/2020</b>		
(Street) <b>ROCHESTER, NY 14625</b>		4. If Amendment, Date Original Filed (Month/Day/Year)		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	
(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	07/15/2020		A		53,760 <u>(1)</u>	A	\$ 0	419,197	D	
Common Stock	07/17/2020		M		56,422	A	\$ 31.34	475,619	D	
Common Stock	07/17/2020		S		56,422	D	\$ 73.05	419,197	D	
Common Stock	07/17/2020		M		50,000	A	\$ 31.65	469,197	D	
Common Stock	07/17/2020		S		50,000	D	\$ 73.05	419,197	D	
Common Stock								4,543	I	401(k)

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$ 31.34	07/17/2020		M			56,422	07/06/2012	07/05/2021	Common Stock	56,422	\$ 0	0	D	
Stock Option	\$ 31.65	07/17/2020		M			50,000	07/11/2013	07/10/2022	Common Stock	50,000	\$ 0	224,869	D	
Stock Option	\$ 73.53	07/15/2020		A		195,428		07/15/2021	07/14/2030	Common Stock	195,428	\$ 73.53	195,428	D	
Stock Option	\$ 38.48							07/10/2014	07/09/2023	Common Stock	237,844		237,844	D	
Stock Option	\$ 41.7							07/09/2015	07/08/2024	Common Stock	195,313		195,313	D	
Stock Option	\$ 47.32							07/08/2016	07/07/2025	Common Stock	206,801		206,801	D	
Stock Option	\$ 60.84							07/06/2017	07/05/2026	Common Stock	208,590		208,590	D	
Stock Option	\$ 60.84							07/06/2017	07/05/2026	Common Stock	226,636		226,636	D	
Stock Option	\$ 57.24							07/12/2018	07/11/2027	Common Stock	214,482		214,482	D	

Stock Option	\$ 69.54						07/11/2019	07/10/2028	Common Stock	179,191		179,191	D	
Stock Option	\$ 85.46						07/10/2020	07/09/2029	Common Stock	195,228		195,228	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUCCI MARTIN 911 PANORAMA TRAIL S. ROCHESTER, NY 14625	X		CEO & President	

## Signatures

Stephanie L. Schaeffer, Attorney-in-fact		07/17/2020
<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) Award of restricted stock units, subject to vesting, 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.

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