

# 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>RIVERA EFRAIN</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. Vice President, CFO</b>	
(Last) <b>911 PANORAMA TRAIL S</b>	(First) <b></b>	(Middle) <b></b>	3. Date of Earliest Transaction (Month/Day/Year) <b>07/15/2021</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)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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	07/15/2021		A		6,069 <u>(1)</u>	A	\$ 0	85,452	D	
Common Stock	07/15/2021		A		10,019 <u>(2)</u>	A	\$ 10,019	95,471	D	
Common Stock	07/15/2021		S		2,206 <u>(3)</u>	D	\$ 112.67	93,265	D	
Common Stock	07/16/2021		S		2,900	D	\$ 112.43	90,365	D	
Common Stock	07/16/2021		M		42,204	A	\$ 69.54	132,569	D	
Common Stock	07/16/2021		S		42,204	D	\$ 112.43	90,365	D	
Common Stock	07/16/2021		M		29,284	A	\$ 85.46	119,649	D	
Common Stock	07/16/2021		S		29,284	D	\$ 112.43	90,365	D	
Common Stock	07/16/2021		M		16,225	A	\$ 73.53	106,590	D	
Common Stock	07/16/2021		S		16,225	D	\$ 112.43	90,365	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$ 69.54	07/16/2021		M			42,204	07/11/2019	07/10/2028	Common Stock	42,204	\$ 0	0	D	
Stock Option	\$ 85.46	07/16/2021		M			29,284	07/10/2020	07/09/2029	Common Stock	29,284	\$ 0	14,642	D	
Stock Option	\$ 73.53	07/16/2021		M			16,225	07/15/2021	07/14/2030	Common Stock	16,225	\$ 0	32,448	D	
Stock Option	\$ 112.67	07/15/2021		A		28,064		07/15/2022	07/14/2031	Common Stock	28,064	\$ 112.67	28,064	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RIVERA EFRAIN 911 PANORAMA TRAIL S ROCHESTER, NY 14625			Sr. Vice President, CFO	

## Signatures

Stephanie L. Schaeffer, Attorney-in-fact		07/19/2021
<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.
- (2) Award of restricted stock units, 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 units.

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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