

Zaucha Laurie L.
Form 4
July 10, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Zaucha Laurie L.

2. Issuer Name and Ticker or Trading Symbol
PAYCHEX INC [PAYX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
911 PANORAMA TRAIL SOUTH

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/06/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

ROCHESTER, NY 14625

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock | 07/06/2018 | | S | 2,533 (1) D \$ 69.79 | 33,827 | D | |
| Common Stock | 07/09/2018 | | M | 14,826 (2) A \$ 38.48 | 48,653 | D | |
| Common Stock | 07/09/2018 | | S | 14,826 D \$ 69.88 | 33,827 | D | |
| Common Stock | 07/09/2018 | | M | 15,000 (2) A \$ 41.7 | 48,827 | D | |
| Common Stock | 07/09/2018 | | S | 15,000 D \$ 70 | 33,827 | D | |

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

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SEC 1474
(9-02)

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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option | \$ 38.48 | 07/09/2018 | | M | 14,826 | 07/10/2014 07/09/2023 | Common Stock 14,826 |
| Stock Option | \$ 41.7 | 07/09/2018 | | M | 15,000 | 07/09/2015 07/08/2024 | Common Stock 15,000 |
| Stock Option | \$ 47.32 | | | | | 07/08/2016 07/07/2025 | Common Stock 23,438 |
| Stock Option | \$ 60.84 | | | | | 07/06/2017 07/05/2026 | Common Stock 20,665 |
| Stock Option | \$ 60.84 | | | | | 07/06/2017 07/05/2026 | Common Stock 76,652 |
| Stock Option | \$ 57.24 | | | | | 07/12/2018 07/11/2027 | Common Stock 20,579 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zaucha Laurie L. 911 PANORAMA TRAIL SOUTH ROCHESTER, NY 14625 | | | Vice President | |

Signatures

Stephanie L. Schaeffer,
Attorney-in-fact
Date: 07/10/2018

**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) Disposition of shares to satisfy tax withholding obligations arising from lapse of restrictions applicable to restricted stock.
 - (2) Exercise pursuant to Rule 10b5-1 Trading Plan.

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.