

FLASCHEN DAVID J S
 Form 5
 July 01, 2009

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 FLASCHEN DAVID J S
 (Last) (First) (Middle)

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
 Officer (give title below) Other (specify below)

911 PANORAMA TRAIL S.
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 05/31/2009

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

6. Individual or Joint/Group Reporting

(check applicable line)

ROCHESTER, NY 14625

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	Â	Â	Â	Â Â Â	4,993 ⁽¹⁾	D	Â
Common Stock - Family Trust	Â	Â	Â	Â Â Â	12,250	D	Â

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. Amount or Number of Shares
Stock Option	\$ 23.75	Â	Â	Â	Â Â	10/06/2001	10/06/2009	Common Stock	12,500
Stock Option	\$ 49.563	Â	Â	Â	Â Â	10/10/2002	10/10/2010	Common Stock	10,000
Stock Option	\$ 28.14	Â	Â	Â	Â Â	07/11/2004	07/11/2012	Common Stock	5,000
Stock Option	\$ 29.55	Â	Â	Â	Â Â	07/10/2005	07/10/2013	Common Stock	10,000
Stock Option	\$ 31.79	Â	Â	Â	Â Â	07/08/2006	07/08/2014	Common Stock	10,000
Stock Option	\$ 33.68	Â	Â	Â	Â Â	07/07/2006	07/07/2015	Common Stock	10,000
Stock Option	\$ 36.87	Â	Â	Â	Â Â	07/13/2007	07/13/2016	Common Stock	6,000
Stock Option	\$ 43.91	Â	Â	Â	Â Â	07/17/2008	07/17/2017	Common Stock	6,000
Stock Option	\$ 31.95	Â	Â	Â	Â Â	07/10/2009	07/09/2018	Common Stock	6,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLASCHEN DAVID J S 911 PANORAMA TRAIL S. ROCHESTER, NY 14625	Â X	Â	Â	Â

Signatures

Stephanie L. Schaeffer,
Attorney-in-fact

07/01/2009

_____*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) Updated balance reflects 450 shares acquired through the Dividend Reinvestment Program.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.