

INMAN GRANT M  
Form 4  
July 08, 2011

**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, 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 \*  
INMAN GRANT M

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 S.  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
07/07/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	07/07/2011		A		1,652 (1) \$ 0 9,992	D	
Common Stock					43,000	I	Inman Family Partners, LLC Sub-Fund 1
Common Stock					93,949	I	Inman Living Trust
Common Stock					40,000	I	IRA

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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	\$ 31.63	07/07/2011		A	11,468	07/07/2012 07/06/2021	Common Stock 11,468
Stock Option	\$ 28.14					07/11/2004 07/11/2012	Common Stock 5,000
Stock Option	\$ 29.55					07/10/2005 07/10/2013	Common Stock 10,000
Stock Option	\$ 31.79					07/08/2006 07/08/2014	Common Stock 10,000
Stock Option	\$ 33.68					07/07/2006 07/07/2015	Common Stock 10,000
Stock Option	\$ 36.87					07/13/2007 07/13/2016	Common Stock 6,000
Stock Option	\$ 43.91					07/17/2008 07/17/2017	Common Stock 6,000
Stock Option	\$ 31.95					07/10/2009 07/09/2018	Common Stock 6,250
Stock Option	\$ 24.21					07/09/2010 07/08/2019	Common Stock 6,250
Stock Option	\$ 26.02					07/07/2011 07/06/2020	Common Stock 7,686

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

INMAN GRANT M  
911 PANORAMA TRAIL S. X  
ROCHESTER, NY 14625

## Signatures

Stephanie L. Schaeffer,  
Attorney-in-fact

07/08/2011

\_\_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) Award of restricted stock, 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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