

Flipse Brad R
 Form 4
 February 03, 2006

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, 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 *
 Flipse Brad R

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.

3. Date of Earliest Transaction (Month/Day/Year)
 02/03/2006

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

VP, Major Market Services Sale

(Street)

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

ROCHESTER, NY 14625

(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	02/03/2006		M	4,500 A \$ 19	4,500	D	
Common Stock	02/03/2006		S	4,500 D \$ 36.6867	0	D	
Common Stock	02/03/2006		M	10,500 A \$ 21.4583	10,500	D	
Common Stock	02/03/2006		S	10,500 D \$ 36.6867	0	D	
Common Stock					1.219	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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(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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option	\$ 19	02/03/2006		M	4,500	07/09/2000 07/09/2008	Common Stock	4,500
Stock Option	\$ 21.4583	02/03/2006		M	10,500	07/08/2001 07/08/2009	Common Stock	10,500
Stock Option	\$ 42.688					07/13/2002 07/13/2010	Common Stock	9,000
Stock Option	\$ 40.86					07/12/2003 07/12/2011	Common Stock	9,000
Stock Option	\$ 28.14					07/11/2004 07/11/2012	Common Stock	9,000
Stock Option	\$ 29.55					07/10/2005 07/10/2013	Common Stock	9,000
Stock Option	\$ 31.79					07/08/2006 07/08/2014	Common Stock	15,000
Stock Option	\$ 33.68					07/07/2006 07/07/2015	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flipse Brad R 911 PANORAMA TRAIL S. ROCHESTER, NY 14625			VP, Major Market Services Sale	

Signatures

Stephanie L. Schaeffer,
Attorney-in-fact

02/03/2006

__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).

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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