

AUTOMATIC DATA PROCESSING INC
 Form 4
 February 23, 2007

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 *
DALY RICHARD J

2. Issuer Name and Ticker or Trading Symbol
AUTOMATIC DATA PROCESSING INC [ADP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2007

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

ONE ADP BOULEVARD

(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

ROSELAND, NJ 07068

(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					
Common Stock	02/23/2007		M		57,200	A	\$ 38.11	148,990.83	D	
Common Stock	02/23/2007		M		20,000	A	\$ 32.24	168,990.83	D	
Common Stock	02/23/2007		M		5,039	A	\$ 32.24	174,029.83	D	
Common Stock	02/23/2007		M		12,000	A	\$ 37.81	186,029.83	D	
Common Stock	02/23/2007		M		12,000	A	\$ 39.23	198,029.83	D	

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Common Stock 02/23/2007 S 106,239 D \$ 50.76 91,790.83 D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	<u>(1)</u>	02/23/2007		M	57,200	08/08/1988	08/08/1988	Common Stock	57,200
Stock Option (Right to Buy)	<u>(1)</u>	02/23/2007		M	20,000	08/08/1988	08/08/1988	Common Stock	20,000
Stock Option (Right to Buy)	<u>(1)</u>	02/23/2007		M	5,039	08/08/1988	08/08/1988	Common Stock	5,039
Stock Option (Right to Buy)	\$ 37.81	02/23/2007		M	12,000	08/11/2004 ⁽²⁾	08/10/2013	Common Stock	12,000
Stock Option (Right to Buy)	\$ 39.23	02/23/2007		M	12,000	<u>(3)</u>	11/10/2013	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

DALY RICHARD J
ONE ADP BOULEVARD
ROSELAND, NJ 07068

Corporate Vice President

Signatures

By: James B. Benson (POA
on file)

02/23/2007

__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) Exerciseable price varies
- (2) Will vest equally over 5 years
- (3) Vests equally over 5 years beginning in 2005

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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