

Gibson Clifford
Form 3
January 20, 2005

FORM 3

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

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

**INITIAL STATEMENT OF 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 *

Â Gibson Clifford

(Last) (First) (Middle)

911 PANORAMA TRAIL S.

(Street)

ROCHESTER,Â NYÂ 14625

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/18/2005

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
VP, Western U.S. Sales

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

5,100

D

Â

Common Stock

19,714 ⁽¹⁾

I

401(k)

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option	10/05/1997	10/05/2005	Common Stock	17,173	\$ 5.9753	D	Â
Stock Option	10/03/1998	10/03/2006	Common Stock	20,250	\$ 12.0494	D	Â
Stock Option	10/02/1999	10/02/2007	Common Stock	13,500	\$ 11.6297	D	Â
Stock Option	07/09/2000	07/09/2008	Common Stock	13,500	\$ 19	D	Â
Stock Option	07/08/2001	07/08/2009	Common Stock	9,000	\$ 21.4583	D	Â
Stock Option	07/12/2003	07/12/2011	Common Stock	6,000	\$ 40.86	D	Â
Stock Option	07/11/2004	07/11/2012	Common Stock	12,000	\$ 28.14	D	Â
Stock Option	07/10/2005	07/10/2013	Common Stock	5,000	\$ 29.55	D	Â
Stock Option	07/08/2006	07/08/2014	Common Stock	10,000	\$ 31.79	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gibson Clifford 911 PANORAMA TRAIL S. ROCHESTER, NY 14625	Â	Â	Â VP, Western U.S. Sales	Â

Signatures

Clifford Gibson 01/20/2005

__Signature of Date
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 401(k) balance as of 1/14/2005

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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