

McCarthy Michael A  
 Form 3  
 January 20, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â McCarthy Michael A		(Month/Day/Year)	PAYCHEX INC [PAYX]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
911 PANORAMA TRAIL S.			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)			__X__ Form filed by One Reporting Person
ROCHESTER,Â NYÂ 14625			___ Director ___ 10% Owner	___ Form filed by More than One Reporting Person
(City)	(State)	(Zip)	__X__ Officer ___ Other	
			(give title below) (specify below)	
			VP, Eastern US Sales	

**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	21,693 <sup>(1)</sup>	I	401(k) balance

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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of		
	Expiration Date				

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				Shares		(I) (Instr. 5)	
Stock Option	10/05/1997	10/05/2005	Common Stock	9,113	\$ 5.9753	D	Â
Stock Option	10/02/1999	10/02/2007	Common Stock	4,050	\$ 11.6297	D	Â
Stock Option	07/08/2001	07/08/2009	Common Stock	2,400	\$ 21.4583	D	Â
Stock Option	07/12/2003	07/12/2011	Common Stock	1,200	\$ 40.86	D	Â
Stock Option	07/11/2004	07/11/2012	Common Stock	15,000	\$ 28.14	D	Â
Stock Option	07/10/2005	07/10/2013	Common Stock	12,000	\$ 29.55	D	Â
Stock Option	07/08/2006	07/08/2014	Common Stock	15,000	\$ 31.79	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCarthy Michael A 911 PANORAMA TRAIL S. ROCHESTER, NY 14625	Â	Â	Â VP, Eastern US Sales	Â

## Signatures

Michael A.  
McCarthy

01/20/2005

\*\*Signature of  
Reporting Person

Date

## 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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