

AUTOMATIC DATA PROCESSING INC  
 Form 4  
 February 07, 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 \*  
 HOGAN JOHN P

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)  
 02/07/2007

\_\_\_\_ 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	(A) or (D)	Price
Common Stock	02/07/2007		M		57,200	A	\$ 38.11
Common Stock	02/07/2007		M		31,000	A	\$ 43.97
Common Stock	02/07/2007		M		5,039	A	\$ 32.25
Common Stock	02/07/2007		M		20,000	A	\$ 32.25
Common Stock	02/07/2007		M		15,000	A	\$ 42.42

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Common Stock	02/07/2007	M	12,000	A	\$ 37.81	194,643.62	D
Common Stock	02/07/2007	M	12,000	A	\$ 39.23	206,643.62	D
Common Stock	02/07/2007	S	152,239	D	\$ 48.63	54,404.62	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>	02/07/2007		M	57,200	08/08/1988 08/08/1988	Common Stock	57,200	
Stock Option (Right to Buy)	<u>(1)</u>	02/07/2007		M	31,000	08/08/1988 08/08/1988	Common Stock	31,000	
Stock Option (Right to Buy)	<u>(1)</u>	02/07/2007		M	5,039	08/08/1988 08/08/1988	Common Stock	5,039	
Stock Option (Right to Buy)	<u>(1)</u>	02/07/2007		M	20,000	08/08/1988 08/08/1988	Common Stock	20,000	
Stock Option (Right to Buy)	<u>(1)</u>	02/07/2007		M	15,000	08/08/1988 08/08/1988	Common Stock	15,000	

Stock Option (Right to Buy)	\$ 37.81	02/07/2007	M	12,000	08/11/2004 <sup>(2)</sup>	08/10/2013	Common Stock	12,000
Stock Option (Right to Buy)	\$ 39.23	02/07/2007	M	12,000	<sup>(3)</sup>	11/10/2013	Common Stock	12,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOGAN JOHN P ONE ADP BOULEVARD ROSELAND, NJ 07068			Corporate Vice President	

## Signatures

By: James B. Benson (POA on file) 02/07/2007

\_\_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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.