

WEINBACH ARTHUR F
Form 4
May 04, 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 *
WEINBACH ARTHUR F

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)
ONE ADP BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/30/2007

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

ROSELAND, NJ 07068

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

(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)
				(A) or (D)	Price		
Common Stock	05/03/2007		M	V	219,500	A	\$ 21.21 771,970.98 D
Common Stock	05/03/2007		S		214,500	D	\$ 46.48 557,470.98 D

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

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy) ⁽¹⁾	<u>(2)</u>	03/30/2007		J	103,069 ⁽³⁾	08/08/1988	08/08/1988	Common Stock	
Stock Option (Right to Buy) ⁽¹⁾	\$ 37.81	03/30/2007		J	8,775 ⁽³⁾	08/11/2004 ⁽⁴⁾	08/10/2013	Common Stock	
Stock Option (Right to Buy) ⁽¹⁾	\$ 37.81	03/30/2007		J	24,375 ⁽³⁾	08/11/2004 ⁽⁴⁾	08/10/2013	Common Stock	
Stock Option (Right to Buy) ⁽¹⁾	\$ 39.03	03/30/2007		J	16,575 ⁽³⁾	⁽⁴⁾	08/10/2014	Common Stock	
Stock Option (Right to Buy) ⁽¹⁾	\$ 44.46	03/30/2007		J	16,575 ⁽³⁾	⁽⁵⁾	08/10/2015	Common Stock	
Stock Option (Right to Buy)	<u>(2)</u>	05/03/2007		M		219,500	08/08/1988	08/08/1988	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEINBACH ARTHUR F ONE ADP BOULEVARD ROSELAND, NJ 07068			Chairman	

Signatures

By: James B. Benson (POA
on file)

05/03/2007

__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).

The per-share exercise price of each option was adjusted by multiplying the original exercise price by the inverse of the Adjustment

(1) Fraction (i.e., 0.9112), as calculated pursuant to ADP's March 30, 2007 tax-free spin-off of Broadridge Financial Solutions, Inc. to its stockholders.

(2) Exerciseable price varies

(3) The number of options were adjusted by the Adjustment Fraction (i.e., 1.0975), as calculated pursuant to ADP's March 30, 2007 tax-free spin-off of Broadridge Financial Solutions, Inc. to its stockholders.

(4) Will vest equally over 5 years

(5) Vests equally over 5 years beginning in 2007

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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