

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)  
ONE ADP BOULEVARD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/07/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Corporate Vice President

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)
			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.

**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.**

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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

