

SHELDON DAN
Form 4
April 02, 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 *
SHELDON DAN

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)
04/02/2007

____ 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)
				(A) or (D) Price			
			Code V	Amount (D)	Price		
Common Stock	04/02/2007		D	2,500 D \$ 0.1	15,346.2	D	
Common Stock	04/02/2007		D	2,500 D \$ 0.1	12,846.2	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 Amount of Underlying Securities (Instr. 3 and 4)
Stock Option (Right to Buy) ⁽¹⁾	<u>(2)</u>	04/02/2007		D	67,525	08/08/1988 08/08/1988	Common Stock 67,525
Stock Option (Right to Buy) ⁽¹⁾	\$ 37.81	04/02/2007		D	10,000	08/11/2004 ⁽³⁾ 08/10/2013	Common Stock 10,000
Stock Option (Right to Buy) ⁽¹⁾	\$ 39.23	04/02/2007		D	15,000	⁽⁴⁾ 11/10/2013	Common Stock 15,000
Stock Option (Right to Buy) ⁽¹⁾	\$ 44.67	04/02/2007		D	12,000	⁽⁵⁾ 01/26/2016	Common Stock 12,000
Stock Option (Right to Buy)	\$ 47.13	04/02/2007		D	12,000	01/26/2009 ⁽⁶⁾ 01/25/2017	Common Stock 12,000
Stock Option (Right to Buy) ⁽¹⁾	\$ 43.24	04/02/2007		D	10,000	01/27/2007 ⁽⁷⁾ 01/26/2017	Common Stock 10,000

Reporting Owners

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

Signatures

By: James B. Benson (POA
on file)

04/02/2007

__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) Represents options surrendered by the reporting person due to spin-off dated as of March 30, 2007.
 - (2) Exerciseable price varies
 - (3) Will vest equally over 5 years
 - (4) Vests equally over 5 years beginning in 2005
 - (5) Shares vest equally over 5 years beginning in 2008
 - (6) Shares vest equally over 5 years beginning in 2009
 - (7) 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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