AUTOMATIC DATA PROCESSING INC

Form 4

February 07, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **HOGAN JOHN P** Issuer Symbol **AUTOMATIC DATA** PROCESSING INC [ADP] (Last) (First) (Middle) 3. Date of Earliest Transaction Director (Month/Day/Year)

ONE ADP BOULEVARD

(Street)

4. If Amendment, Date Original

02/07/2007

Filed(Month/Day/Year)

(Check all applicable)

10% Owner Other (specify _X__ Officer (give title below)

below) Corporate Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

ROSELAND, NJ 07068

| (City) | (State) | (Zip) Tab | le I - Non- | Derivative S | ecurit | ies Acqui | red, Disposed of | , or Beneficial | ly 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 or Dispose (Instr. 3, 4 | d of (Ľ |)) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common | 02/07/2007 | | Code V M | Amount 57,200 | (D) | Price \$ | (Instr. 3 and 4) 111,604.62 | D | |
| Stock | 02/0//2007 | | | 07,200 | | 38.11 | 111,0002 | _ | |
| Common Stock | 02/07/2007 | | M | 31,000 | A | \$ 43.97 | 142,604.62 | D | |
| Common Stock | 02/07/2007 | | M | 5,039 | A | \$ 32.25 | 147,643.62 | D | |
| Common Stock | 02/07/2007 | | M | 20,000 | A | \$ 32.25 | 167,643.62 | D | |
| Common Stock | 02/07/2007 | | M | 15,000 | A | \$ 42.42 | 182,643.62 | D | |

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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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SEC 1474 (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. Transactic Code (Instr. 8) | 5. Number of or 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 o Underlying Securities (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|--|--|------------|--|--------------------|--|------------------------------------|
| | | | | Code V | (A) (I | D) | Date Exercisable | Expiration Date | Title | Amount or Number of Share |
| Stock Option (Right to Buy) | <u>(1)</u> | 02/07/2007 | | M | 57,2 | 200 | 08/08/1988 | 08/08/1988 | Common Stock | 57,200 |
| Stock Option (Right to Buy) | (1) | 02/07/2007 | | M | 31,0 | 000 | 08/08/1988 | 08/08/1988 | Common Stock | 31,000 |
| Stock Option (Right to Buy) | <u>(1)</u> | 02/07/2007 | | M | 5,0 |)39 | 08/08/1988 | 08/08/1988 | Common Stock | 5,039 |
| Stock Option (Right to Buy) | <u>(1)</u> | 02/07/2007 | | M | 20,0 | 000 | 08/08/1988 | 08/08/1988 | Common Stock | 20,000 |
| Stock Option (Right to Buy) | <u>(1)</u> | 02/07/2007 | | M | 15,0 | 000 | 08/08/1988 | 08/08/1988 | Common Stock | 15,000 |

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| Stock Option (Right to Buy) | \$ 37.81 | 02/07/2007 | M | 12,000 | 08/11/2004(2) | 08/10/2013 | Common Stock | 12,000 |
|-----------------------------|----------|------------|---|--------|---------------|------------|-----------------|--------|
| Stock Option (Right to Buy) | \$ 39.23 | 02/07/2007 | M | 12,000 | (3) | 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 Corporate Vice President

ROSELAND, NJ 07068

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

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