

AUTOMATIC DATA PROCESSING INC  
Form 8-K  
October 20, 2008

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

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FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **October 20, 2008**

**AUTOMATIC DATA PROCESSING, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other  
jurisdiction of  
incorporation)

**1-5397**

(Commission File Number)

**22-1467904**

(IRS Employer  
Identification No.)

**One ADP Boulevard, Roseland, New Jersey**

(Address of principal executive offices)

**07068**

(Zip Code)

Registrant's telephone number, including area code **(973) 974-5000**

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.05. Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

(a) The Board of Directors of Automatic Data Processing, Inc., a Delaware corporation (the Company), has amended the Company's Code of Business Conduct and Ethics to establish that only the Board of Directors of the Company may provide a waiver of any part of the Code of Business Conduct and Ethics. The amendment will become effective on October 21, 2008. Prior to the amendment, each of the Board of Directors or a designated committee of the Board of Directors was authorized to provide such a waiver. The amendment was required to bring the Code of Business Conduct and Ethics into full compliance with the NASDAQ rules, as the Company will voluntarily transfer its listing from The New York Stock Exchange to the NASDAQ Global Select Market, effective tomorrow, October 21, 2008.

A copy of the Company's Code of Business Conduct and Ethics, as so amended, is attached hereto as Exhibit 14 and is hereby incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

The following exhibit is filed as part of this Report on Form 8-K:

<u>Exhibit</u> <u>Number</u>	<u>Description</u>
14	Automatic Data Processing, Inc. Code of Business Conduct and Ethics

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 20, 2008

**AUTOMATIC DATA PROCESSING, INC.**

**By: /s/ James B. Benson**  
**Name: James B. Benson**

**Title: Vice President**

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**Exhibit Index**

**Exhibit Number**

14

**Description**

Automatic Data Processing, Inc. Code of Business Conduct and Ethics