

Paycom Software, Inc.
Form 4
May 20, 2016

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 *
Kerber William X. III

(Last) (First) (Middle)

7501 W. MEMORIAL ROAD

(Street)

OKLAHOMA CITY, OK 73142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Paycom Software, Inc. [PAYC]

3. Date of Earliest Transaction (Month/Day/Year)
05/19/2016

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Information Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/19/2016		S	17,500 D	\$ 40.041 (1) 0	I	By Abigale O. Kerber 2013 Irrevocable Trust u/a dated 07/24/2013 (2) (3)
Common Stock	05/19/2016		S	17,500 D	\$ 40.041 (1) 0	I	By William X. Kerber IV 2013 Irrevocable

Common Stock	05/19/2016	S	30,000	D	\$ 40.041 <u>(1)</u>	0	I	Trust u/a dated 07/24/2013 <u>(3) (4)</u> By Kerber Family 2015 Irrevocable Trust u/a dated 06/16/2015 <u>(3) (5)</u>	
Common Stock							483,298 <u>(6)</u>	D	
Common Stock							449,877	I	By WK-EGI, Inc. <u>(3) (7)</u>

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Chief Information Officer

Kerber William X. III
7501 W. MEMORIAL ROAD
OKLAHOMA CITY, OK 73142

Signatures

/s/ William X.

Kerber III

05/20/2016

**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) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.83 to \$40.265, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) Abigale O. Kerber 2013 Irrevocable Trust u/a dated 07/24/2013 (the "Abigale O. Kerber Trust") is an irrevocable trust for the benefit of the reporting person's daughter, who shares the reporting person's household. Accordingly, the reporting person may be deemed to beneficially own the shares of common stock owned by the Abigale O. Kerber Trust.

(3) The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein. Neither the filing of this report nor anything herein shall be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose, the beneficial owner of such securities.

(4) William X. Kerber IV 2013 Irrevocable Trust u/a dated 07/24/2013 (the "William X. Kerber IV Trust") is an irrevocable trust for the benefit of the reporting person's son, who shares the reporting person's household. Accordingly, the reporting person may be deemed to beneficially own the shares of common stock owned by the William X. Kerber IV Trust.

(5) Kerber Family 2015 Irrevocable Trust u/a dated 06/16/2015 (the "Kerber Family Trust") is an irrevocable trust for the benefit of the reporting person's five siblings. Although the reporting person is not the named trustee of the Kerber Family Trust, he may be deemed to have investment control over the shares of common stock through his role as the sole investment advisor for the Kerber Family Trust. Accordingly, the reporting person may be deemed to beneficially own the shares of common stock owned by the Kerber Family Trust.

(6) Includes 150,591 shares of restricted stock.

(7) Represents shares of common stock owned by WK-EGI, Inc. ("WK-EGI"). The reporting person is the sole director of WK-EGI, and WK-EGI is owned by the reporting person and certain trusts for which the reporting person serves as trustee. The reporting person may be deemed to beneficially own the shares of common stock owned by WK-EGI.

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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