

AUTOMATIC DATA PROCESSING INC
 Form 4
 February 07, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Corporate Vice President

ONE ADP BOULEVARD

(Street)

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

ROSELAND, NJ 07068

(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	Price	
Common Stock	02/07/2007		M		57,200	\$ 38.11	A 111,604.62 D
Common Stock	02/07/2007		M		31,000	\$ 43.97	A 142,604.62 D
Common Stock	02/07/2007		M		5,039	\$ 32.25	A 147,643.62 D
Common Stock	02/07/2007		M		20,000	\$ 32.25	A 167,643.62 D
Common Stock	02/07/2007		M		15,000	\$ 42.42	A 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. 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

