

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended March 31, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period From to

Commission File Number 1-5397

**AUTOMATIC DATA PROCESSING, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or  
organization)

**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**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller  
reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares outstanding of the registrant's common stock as of April 27, 2012 was 489,085,110.

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**Part I. FINANCIAL INFORMATION**  
**Item 1. Financial Statements.**

**Automatic Data Processing, Inc. and Subsidiaries**  
**Statements of Consolidated Earnings**  
(In millions, except per share amounts)  
(Unaudited)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2012	2011	2012	2011
<b>REVENUES:</b>				
Revenues, other than interest on funds held for clients and PEO revenues	\$ 2,279.0	\$ 2,143.5	\$ 6,335.8	\$ 5,828.2
Interest on funds held for clients	133.3	148.6	373.0	404.4
PEO revenues (A)	510.8	445.2	1,319.8	1,139.8
<b>TOTAL REVENUES</b>	<b>2,923.1</b>	<b>2,737.3</b>	<b>8,028.6</b>	<b>7,372.4</b>
<b>EXPENSES:</b>				
Costs of revenues:				
Operating expenses	1,413.9	1,300.3	4,014.3	3,590.5
Systems development and programming costs	145.4	155.8	444.2	432.9
Depreciation and amortization	65.4	64.5	192.3	189.4
<b>TOTAL COSTS OF REVENUES</b>	<b>1,624.7</b>	<b>1,520.6</b>	<b>4,650.8</b>	<b>4,212.8</b>
Selling, general and administrative expenses	622.1	577.3	1,788.8	1,663.0
Interest expense	1.2	1.4	5.4	6.9
<b>TOTAL EXPENSES</b>	<b>2,248.0</b>	<b>2,099.3</b>	<b>6,445.0</b>	<b>5,882.7</b>
Other income, net	(10.5)	(15.0)	(141.0)	(84.3)
<b>EARNINGS BEFORE INCOME TAXES</b>	<b>685.6</b>	<b>653.0</b>	<b>1,724.6</b>	<b>1,574.0</b>
Provision for income taxes	233.2	229.2	594.5	561.6
<b>NET EARNINGS</b>	<b>\$ 452.4</b>	<b>\$ 423.8</b>	<b>\$ 1,130.1</b>	<b>\$ 1,012.4</b>
<b>BASIC EARNINGS PER SHARE</b>	<b>\$ 0.93</b>	<b>\$ 0.85</b>	<b>\$ 2.32</b>	<b>\$ 2.05</b>
<b>DILUTED EARNINGS PER SHARE</b>	<b>\$ 0.92</b>	<b>\$ 0.85</b>	<b>\$ 2.29</b>	<b>\$ 2.03</b>
Basic weighted average shares outstanding	488.5	496.2	487.7	493.2
Diluted weighted average shares outstanding	493.2	501.3	492.7	497.5
Dividends declared per common share	\$ 0.3950	\$ 0.3600	\$ 1.1500	\$ 1.0600

(A) Professional Employer Organization (“PEO”) revenues are net of direct pass-through costs, primarily consisting of payroll wages and payroll taxes, of \$4,586.0 and \$4,177.9 for the three months ended March 31, 2012 and 2011, respectively, and \$13,331.7 and \$11,760.6 for the nine months ended March 31, 2012 and 2011, respectively.

See notes to the consolidated financial statements.

**Automatic Data Processing, Inc. and Subsidiaries**  
**Consolidated Balance Sheets**  
(In millions, except per share amounts)  
(Unaudited)

<u>Assets</u>	March 31, 2012	June 30, 2011
<b>Current assets:</b>		
Cash and cash equivalents	\$ 1,665.1	\$ 1,389.4
Short-term marketable securities	28.0	36.3
Accounts receivable, net	1,372.7	1,364.8
Other current assets	643.9	648.3
Assets held for sale	6.9	9.1
<b>Total current assets before funds held for clients</b>	<b>3,716.6</b>	<b>3,447.9</b>
Funds held for clients	29,836.9	25,135.6
<b>Total current assets</b>	<b>33,553.5</b>	<b>28,583.5</b>
Long-term marketable securities	96.8	98.0
Long-term receivables, net	127.1	128.7
Property, plant and equipment, net	710.2	716.2
Other assets	1,001.7	922.6
Goodwill	3,163.7	3,073.6
Intangible assets, net	723.1	715.7
<b>Total assets</b>	<b>\$ 39,376.1</b>	<b>\$ 34,238.3</b>
<b>Liabilities and Stockholders' Equity</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 137.7	\$ 153.3
Accrued expenses and other current liabilities	930.5	930.4
Accrued payroll and payroll-related expenses	517.9	558.3
Dividends payable	190.1	174.2
Short-term deferred revenues	343.5	350.9
Income taxes payable	97.2	28.6
<b>Total current liabilities before client funds obligations</b>	<b>2,216.9</b>	<b>2,195.7</b>
Client funds obligations	29,207.0	24,591.1
<b>Total current liabilities</b>	<b>31,423.9</b>	<b>26,786.8</b>
Long-term debt	17.3	34.2
Other liabilities	585.1	556.2
Deferred income taxes	418.5	373.5
Long-term deferred revenues	474.7	477.2
<b>Total liabilities</b>	<b>32,919.5</b>	<b>28,227.9</b>
<b>Stockholders' equity:</b>		
Preferred stock, \$1.00 par value:		
Authorized, 0.3 shares; issued, none	-	-
Common stock, \$0.10 par value:		
Authorized, 1,000.0 shares; issued 638.7		
shares at March 31, 2012 and June 30, 2011;		
outstanding, 489.3 and 490.8 shares at March 31, 2012		
and June 30, 2011, respectively	63.9	63.9
Capital in excess of par value	484.2	489.5
Retained earnings	12,371.5	11,803.9
Treasury stock - at cost: 149.4 and 147.9 shares		
at March 31, 2012 and June 30, 2011, respectively	(6,822.7)	(6,714.0)
Accumulated other comprehensive income	359.7	367.1
<b>Total stockholders' equity</b>	<b>6,456.6</b>	<b>6,010.4</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 39,376.1</b>	<b>\$ 34,238.3</b>

See notes to the consolidated financial statements.

**Automatic Data Processing, Inc. and Subsidiaries**  
**Statements of Consolidated Cash Flows**  
(In millions)  
(Unaudited)

	Nine Months Ended March 31,	
	2012	2011
<b>Cash Flows from Operating Activities:</b>		
Net earnings	\$ 1,130.1	\$ 1,012.4
Adjustments to reconcile net earnings to cash flows provided by operating activities:		
Depreciation and amortization	240.0	239.2
Deferred income taxes	7.9	51.8
Stock-based compensation expense	66.1	58.5
Net pension expense	27.5	30.3
Net realized gain from the sales of marketable securities	(15.8)	(19.7)
Net amortization of premiums and accretion of discounts on available-for-sale securities	43.1	40.8
Impairment losses on available-for-sale securities	5.8	-
Impairment losses on assets held for sale	2.2	8.6
Gain on sale of assets	(66.0)	-
Gains on sales of buildings	-	(1.8)
Other	18.0	32.5
Changes in operating assets and liabilities, net of effects from acquisitions and divestitures of businesses:		
Increase in accounts receivable	(16.9)	(71.0)
Increase in other assets	(139.0)	(91.9)
Decrease in accounts payable	(13.8)	(42.8)
Increase/(decrease) in accrued expenses and other liabilities	121.9	(26.6)
Net cash flows provided by operating activities	<u>1,411.1</u>	<u>1,220.3</u>
<b>Cash Flows from Investing Activities:</b>		
Purchases of corporate and client funds marketable securities	(3,650.2)	(3,621.3)
Proceeds from the sales and maturities of corporate and client funds marketable securities	2,883.8	2,315.9
Net decrease in restricted cash and cash equivalents held to satisfy client funds obligations	(3,912.5)	(12,392.2)
Capital expenditures	(104.4)	(122.1)
Additions to intangibles	(82.5)	(58.9)
Acquisitions of businesses, net of cash acquired	(199.8)	(774.7)
Proceeds from the sale of property, plant and equipment and other assets	66.0	13.1
Other	(15.2)	5.4
Net cash flows used in investing activities	<u>(5,014.8)</u>	<u>(14,634.8)</u>
<b>Cash Flows from Financing Activities:</b>		
Net increase in client funds obligations	4,661.2	13,683.6
Payments of debt	(1.5)	(5.3)
Repurchases of common stock	(399.9)	(174.8)
Proceeds from stock purchase plan and exercises of stock options	190.3	345.5
Dividends paid	(546.4)	(513.2)
Net cash flows provided by financing activities	<u>3,903.7</u>	<u>13,335.8</u>
Effect of exchange rate changes on cash and cash equivalents	<u>(24.3)</u>	<u>36.3</u>
Net change in cash and cash equivalents	275.7	(42.4)
Cash and cash equivalents, beginning of period	<u>1,389.4</u>	<u>1,643.3</u>
Cash and cash equivalents, end of period	<u>\$ 1,665.1</u>	<u>\$ 1,600.9</u>

See notes to the consolidated financial statements.

**Automatic Data Processing, Inc. and Subsidiaries**  
**Notes to the Consolidated Financial Statements**  
(Tabular dollars in millions, except per share amounts)  
(Unaudited)

**Note 1. Basis of Presentation**

The accompanying Consolidated Financial Statements and footnotes thereto of Automatic Data Processing, Inc. and subsidiaries (“ADP” or the “Company”) have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The Consolidated Financial Statements and footnotes thereto are unaudited. In the opinion of the Company’s management, the Consolidated Financial Statements reflect all adjustments, which are of a normal recurring nature, that are necessary for a fair statement of the Company’s results for the interim periods.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the assets, liabilities, revenue, expenses and accumulated other comprehensive income that are reported in the Consolidated Financial Statements and footnotes thereto. Actual results may differ from those estimates.

Interim financial results are not necessarily indicative of financial results for a full year. The information included in this Quarterly Report on Form 10-Q should be read in conjunction with the Company’s Annual Report on Form 10-K for the year ended June 30, 2011 (“fiscal 2011”).

**Note 2. New Accounting Pronouncements**

In January 2012, the Company adopted the Financial Accounting Standards Board (“FASB”) Accounting Standards Update (“ASU”) 2011-03, “Transfers and Servicing (Topic 860): Reconsideration of Effective Control for Repurchase Agreements.” ASU 2011-03 revises the criteria for assessing effective control for repurchase agreements and other agreements that both entitle and obligate a transferor to repurchase or redeem financial assets before their maturity. The determination of whether the transfer of a financial asset subject to a repurchase agreement is a sale is based, in part, on whether the entity maintains effective control over the financial asset. ASU 2011-03 removes from the assessment of effective control: the criterion requiring the transferor to have the ability to repurchase or redeem the financial asset on substantially the agreed terms, even in the event of default by the transferee, and the related requirement to demonstrate that the transferor possesses adequate collateral to fund substantially all the cost of purchasing replacement financial assets. The adoption of ASU 2011-03 did not have an impact on the Company’s consolidated results of operations, financial condition, or cash flows.

In January 2012, the Company adopted ASU 2011-04, “Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs.” ASU 2011-04 requires expansion of the disclosures required for Level 3 measurements of fair value and provides updates to the existing measurement guidance. The adoption of ASU 2011-04 did not have an impact on the Company’s consolidated results of operations, financial condition, or cash flows.

In June 2011, the FASB issued ASU 2011-05, “Comprehensive Income (Topic 220): Presentation of Comprehensive Income.” ASU 2011-05 requires entities to present net income and other comprehensive income in either a single continuous statement or in two separate, but consecutive, statements of net income and other comprehensive income. ASU 2011-05 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011 and early adoption is permitted. The adoption of ASU 2011-05 will not have an impact on the Company’s consolidated results of operations, financial condition, or cash flows.

In September 2011, the FASB issued ASU 2011-08, “Intangibles—Goodwill and Other (Topic 350): Testing Goodwill for Impairment”. ASU 2011-08 amends the guidance in Accounting Standards Codification (“ASC”) 350-20 on testing goodwill for impairment. ASU 2011-08 permits an entity to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If it is concluded that the fair value of a reporting unit is less than its carrying value based upon the qualitative assessment, it is necessary to perform the currently prescribed two-step goodwill impairment test. ASU 2011-08 does not change how goodwill is calculated or assigned to reporting units, nor does it revise the requirement to test goodwill annually for impairment. ASU 2011-08 is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011 and early adoption is permitted. The adoption of ASU 2011-08 will not have an impact on the Company’s consolidated results of operations, financial condition, or cash flows.

**Note 3. Earnings per Share (“EPS”)**

	<u>Basic</u>	<u>Effect of Employee Stock Option Shares</u>	<u>Effect of Employee Restricted Stock Shares</u>	<u>Diluted</u>
Three months ended March 31,				
2012				
Net earnings	\$ 452.4			\$ 452.4
Weighted average shares (in millions)	488.5	4.3	0.4	493.2
EPS	<u>\$ 0.93</u>			<u>\$ 0.92</u>
2011				
Net earnings	\$ 423.8			\$ 423.8
Weighted average shares (in millions)	496.2	4.5	0.6	501.3
EPS	<u>\$ 0.85</u>			<u>\$ 0.85</u>
Nine months ended March 31,				
2012				
Net earnings	\$ 1,130.1			\$ 1,130.1
Weighted average shares (in millions)	487.7	3.8	1.2	492.7
EPS	<u>\$ 2.32</u>			<u>\$ 2.29</u>
2011				
Net earnings	\$ 1,012.4			\$ 1,012.4
Weighted average shares (in millions)	493.2	3.2	1.1	497.5
EPS	<u>\$ 2.05</u>			<u>\$ 2.03</u>

Options to purchase 0.9 million and 0.7 million shares of common stock for the three months ended March 31, 2012 and 2011, respectively, and 0.9 million shares and 2.8 million shares of common stock for the nine months ended March 31, 2012 and 2011, respectively, were excluded from the calculation of diluted earnings per share because their exercise prices exceeded the average market price of outstanding common shares for the respective periods.

**Note 4. Other Income, net**

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2012	2011	2012	2011
Interest income on corporate funds	\$ (8.5)	\$ (10.0)	\$ (65.3)	\$ (68.8)
Realized gains on available-for-sale securities	(4.0)	(5.4)	(23.2)	(23.0)
Realized losses on available-for-sale securities	0.4	1.0	7.4	3.3
Realized gain on investment in Reserve Fund	-	-	-	(0.9)
Impairment losses on available-for-sale securities	-	-	5.8	-
Impairment losses on assets held for sale	2.2	-	2.2	8.6
Gain on sale of assets	-	-	(66.0)	-
Gains on sales of buildings	-	-	-	(1.8)
Other, net	(0.6)	(0.6)	(1.9)	(1.7)
<b>Other income, net</b>	<b>\$ (10.5)</b>	<b>\$ (15.0)</b>	<b>\$ (141.0)</b>	<b>\$ (84.3)</b>

Proceeds from sales and maturities of available-for-sale securities were \$2,883.8 million and \$2,315.9 million for the nine months ended March 31, 2012 and 2011, respectively.

During the nine months ended March 31, 2012, the Company sold assets related to rights and obligations to resell a third party expense management platform and, as a result, recorded a gain of \$66.0 million in other income, net, on the Statements of Consolidated Earnings.

At December 31, 2011, the Company concluded that it had the intent to sell certain available-for-sale securities with unrealized losses of \$5.8 million. As such, the Company recorded an impairment charge of \$5.8 million in other income, net, on the Statements of Consolidated Earnings for the nine months ended March 31, 2012. As of March 31, 2012, all such securities had been sold.

During the nine months ended March 31, 2011, the Company reclassified assets related to two buildings as assets held for sale on the Consolidated Balance Sheets. Such assets were previously reported in property, plant and equipment, net, on the Consolidated Balance Sheets. As the carrying amount of the assets held for sale exceeded their fair value less costs to sell, the Company recorded an impairment loss of \$8.6 million in other income, net, on the Statements of Consolidated Earnings for the nine months ended March 31, 2011. In addition, during the three months ended March 31, 2012, the Company accepted a non-binding offer for these two buildings and, as a result, further adjusted the carrying value of such assets and recorded an impairment loss of \$2.2 million in other income, net, on the Statements of Consolidated Earnings. These buildings remain in assets held for sale on the Consolidated Balance Sheets at March 31, 2012.

During the nine months ended March 31, 2011, the Company sold two buildings that were previously classified as assets held for sale on the Consolidated Balance Sheets and, as a result, recorded a gain of \$1.8 million in other income, net, on the Statements of Consolidated Earnings for the nine months ended March 31, 2011.

The Company has an outsourcing agreement with Broadridge Financial Solutions, Inc. ("Broadridge") pursuant to which the Company provides data center outsourcing services, which principally consist of information technology services and service delivery network services. As a result of this agreement, the Company recognized income of \$28.0 million and \$27.7 million for the three months ended March 31, 2012 and 2011, respectively, which was offset by expenses associated with providing such services of \$27.4 million and \$27.1 million, respectively, both of which were recorded in other income, net, on the Statements of Consolidated Earnings. The Company recognized income of \$85.9 million and \$82.3

million for the nine months ended March 31, 2012 and 2011, respectively, which was offset by expenses associated with providing such services of \$84.2 million and \$80.6 million. The Company had receivables on the Consolidated Balance Sheets from Broadridge for the services under this agreement of \$9.1 million and \$9.5 million at March 31, 2012 and June 30, 2011, respectively. In fiscal 2010, Broadridge notified the Company that it would not extend the outsourcing agreement beyond its current expiration date of June 30, 2012. The expiration of the outsourcing agreement will not have a material impact on the Company's results of operations.

## **Note 5. Acquisitions**

Assets acquired and liabilities assumed in business combinations were recorded on the Company's Consolidated Balance Sheets as of the respective acquisition dates based upon their estimated fair values at such dates. The results of operations of businesses acquired by the Company have been included in the Statements of Consolidated Earnings since their respective dates of acquisition. The excess of the purchase price over the estimated fair values of the underlying assets acquired and liabilities assumed was allocated to goodwill. In certain circumstances, the allocations of the excess purchase price are based upon preliminary estimates and assumptions and subject to revision when the Company receives final information, including appraisals and other analyses. Accordingly, the measurement period for such purchase price allocations will end when the information, or the facts and circumstances, becomes available, but will not exceed twelve months.

The Company acquired six businesses during the nine months ended March 31, 2012 for approximately \$235.4 million, net of cash acquired. In addition to the cash consideration related to acquisitions closed during the nine months ended March 31, 2012, the Company accrued certain liabilities which represent the estimated fair value of contingent consideration ("earn-out") expected to be payable in the event that certain specific performance metrics are achieved over the earn-out period. At March 31, 2012, the Company had not yet finalized the purchase price allocation for these six acquisitions. These acquisitions resulted in approximately \$153.0 million of goodwill. Intangible assets acquired, which total approximately \$72.3 million for these six acquisitions, included customer contracts and lists, software and trademarks that are being amortized over a weighted average life of approximately 11 years. These six acquisitions were not material individually or in the aggregate to the Company's results of operations, financial position, or cash flows.

The Company acquired eight businesses during the nine months ended March 31, 2011 for approximately \$774.2 million, net of cash acquired. These acquisitions resulted in approximately \$543.6 million of goodwill. Intangible assets acquired, which totaled approximately \$245.7 million for these eight acquisitions, included customer contracts and lists, software and trademarks that are being amortized over a weighted average life of approximately 12 years. The Company finalized the purchase price allocation for these eight acquisitions during the nine months ended March 31, 2012 and adjusted the preliminary values allocated to certain assets and liabilities in order to reflect final information received.

## Note 6. Corporate Investments and Funds Held for Clients

Corporate investments and funds held for clients at March 31, 2012 and June 30, 2011 were as follows:

	March 31, 2012			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Type of issue:				
Money market securities and other cash equivalents	\$ 13,907.9	\$ -	\$ -	\$ 13,907.9
Available-for-sale securities:				
U.S. Treasury and direct obligations of				
U.S. government agencies	6,439.3	247.3	(3.0)	6,683.6
Corporate bonds	6,898.0	252.5	(7.6)	7,142.9
Asset-backed securities	398.3	16.3	(0.2)	414.4
Commercial mortgage-backed securities	324.4	12.8	-	337.2
Municipal bonds	509.6	30.1	(0.4)	539.3
Canadian government obligations and				
Canadian government agency obligations	1,021.7	22.1	(0.5)	1,043.3
Other securities	1,467.6	92.0	(1.4)	1,558.2
Total available-for-sale securities	17,058.9	673.1	(13.1)	17,718.9
Total corporate investments and funds held for clients	\$ 30,966.8	\$ 673.1	\$ (13.1)	\$ 31,626.8

	June 30, 2011			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Type of issue:				
Money market securities and other cash equivalents	\$ 9,731.8	\$ -	\$ -	\$ 9,731.8
Available-for-sale securities:				
U.S. Treasury and direct obligations of				
U.S. government agencies	6,558.2	213.0	(12.1)	6,759.1
Corporate bonds	5,908.6	234.9	(16.9)	6,126.6
Asset-backed securities	422.4	25.4	-	447.8
Commercial mortgage backed securities	476.6	15.9	-	492.5
Municipal bonds	493.7	23.1	(0.6)	516.2
Canadian government obligations and				
Canadian government agency obligations	1,082.0	20.8	(1.3)	1,101.5
Other securities	1,415.1	72.4	(3.7)	1,483.8
Total available-for-sale securities	16,356.6	605.5	(34.6)	16,927.5
Total corporate investments and funds held for clients	\$ 26,088.4	\$ 605.5	\$ (34.6)	\$ 26,659.3

At March 31, 2012, U.S. Treasury and direct obligations of U.S. government agencies primarily include debt directly issued by Federal Home Loan Banks, Federal Farm Credit Banks, Federal Home Loan Mortgage Corporation ("Freddie Mac"), and Federal National Mortgage Association ("Fannie Mae") with fair values of \$4,011.8 million, \$1,151.4 million, \$387.8 million, and \$533.3 million, respectively. At June

30, 2011, U.S. Treasury and direct obligations of U. S. government agencies primarily include debt directly issued by Federal Home Loan Banks, Federal Farm Credit Banks, Freddie Mac, and Fannie Mae with fair values of \$3,886.5 million, \$914.0 million, \$759.1million and \$702.4 million, respectively. U.S. Treasury and direct obligations of U.S. government agencies represent senior, unsecured, non-callable debt that primarily carries a credit rating of AAA, as rated by Moody's and AA+, as rated by Standard & Poor's and has maturities ranging from April 2012 through February 2022.

At March 31, 2012, asset-backed securities include AAA rated senior tranches of securities with predominately prime collateral of fixed rate credit card, rate reduction and auto loan receivables with fair values of \$245.1 million, \$143.7 million and \$25.3 million, respectively. At June 30, 2011, asset-backed securities include AAA rated senior tranches of securities with predominately prime collateral of fixed rate credit card, rate reduction and auto loan receivables with fair values of \$220.5 million, \$196.9 million and \$30.0 million, respectively. These securities are collateralized by the cash flows of the underlying pools of receivables. The primary risk associated with these securities is the collection risk of the underlying receivables. All collateral on such asset-backed securities has performed as expected through March 31, 2012.

At March 31, 2012, other securities and their fair value primarily represent Canadian provincial bonds of \$579.3 million, supranational bonds of \$406.1 million, sovereign bonds of \$353.8 million, mortgage-backed securities of \$134.9 million that are guaranteed by Fannie Mae and Freddie Mac and corporate bonds backed by the Federal Deposit Insurance Corporation's Temporary Liquidity Guarantee Program of \$55.3 million. At June 30, 2011, other securities and their fair value primarily represent Canadian provincial bonds of \$494.3 million, supranational bonds of \$360.1 million, sovereign bonds of \$328.8 million, mortgage-backed securities of \$146.5 million that are guaranteed by Fannie Mae and Freddie Mac and corporate bonds backed by the Federal Deposit Insurance Corporation's Temporary Liquidity Guarantee Program of \$129.1 million. The Company's mortgage-backed securities represent an undivided beneficial ownership interest in a group or pool of one or more residential mortgages. These securities are collateralized by the cash flows of 15-year and 30-year residential mortgages and are guaranteed by Fannie Mae and Freddie Mac as to the timely payment of principal and interest.

Classification of corporate investments on the Consolidated Balance Sheets is as follows:

	<u>March 31,</u> <u>2012</u>	<u>June 30,</u> <u>2011</u>
Corporate investments:		
Cash and cash equivalents	\$ 1,665.1	\$ 1,389.4
Short-term marketable securities	28.0	36.3
Long-term marketable securities	96.8	98.0
Total corporate investments	<u>\$ 1,789.9</u>	<u>\$ 1,523.7</u>

Funds held for clients represent assets that, based upon the Company's intent, are restricted for use solely for the purposes of satisfying the obligations to remit funds relating to the Company's payroll and payroll tax filing services, which are classified as client funds obligations on our Consolidated Balance Sheets.

Funds held for clients have been invested in the following categories:

	<u>March 31, 2012</u>	<u>June 30, 2011</u>
Funds held for clients:		
Restricted cash and cash equivalents held		
to satisfy client funds obligations	\$ 12,242.8	\$ 8,342.4
Restricted short-term marketable securities held		
to satisfy client funds obligations	3,154.4	3,059.9
Restricted long-term marketable securities held		
to satisfy client funds obligations	14,439.7	13,733.3
Total funds held for clients	<u>\$ 29,836.9</u>	<u>\$ 25,135.6</u>

Client funds obligations represent the Company's contractual obligations to remit funds to satisfy clients' payroll and tax payment obligations and are recorded on the Consolidated Balance Sheets at the time that the Company impounds funds from clients. The client funds obligations represent liabilities that will be repaid within one year of the balance sheet date. The Company has reported client funds obligations as a current liability on the Consolidated Balance Sheets totaling \$29,207.0 million and \$24,591.1 million as of March 31, 2012 and June 30, 2011, respectively. The Company has classified funds held for clients as a current asset since these funds are held solely for the purposes of satisfying the client funds obligations. The Company has reported the cash flows related to the purchases of corporate and client funds marketable securities and related to the proceeds from the sales and maturities of corporate and client funds marketable securities on a gross basis in the investing section of the Statements of Consolidated Cash Flows. The Company has reported the cash inflows and outflows related to client funds investments with original maturities of 90 days or less on a net basis within net increase in restricted cash and cash equivalents and other restricted assets held to satisfy client funds obligations in the investing section of the Statements of Consolidated Cash Flows. The Company has reported the cash flows related to the cash received from and paid on behalf of clients on a net basis within net increase in client funds obligations in the financing section of the Statements of Consolidated Cash Flows.

Approximately 85% of the available-for-sale securities held a AAA or AA rating at March 31, 2012, as rated by Moody's, Standard & Poor's and, for Canadian securities, Dominion Bond Rating Service. All available-for-sale securities were rated as investment grade at March 31, 2012.

The unrealized losses and fair values of available-for-sale securities that have been in an unrealized loss position for a period of less than and greater than 12 months as of March 31, 2012, are as follows:

	Unrealized losses less than 12 months	Fair market value less than 12 months	Unrealized losses greater than 12 months	Fair market value greater than 12 months	Total gross unrealized losses	Total fair market value
U.S. Treasury and direct obligations of						
U.S. government agencies	\$ (3.0)	\$ 209.3	\$ -	\$ -	\$ (3.0)	\$ 209.3
Corporate bonds	(7.2)	869.2	(0.4)	20.2	(7.6)	889.4
Asset-backed securities	(0.2)	49.0	-	-	(0.2)	49.0
Commercial mortgage-backed securities	-	19.2	-	-	-	19.2
Municipal bonds	(0.4)	41.6	-	-	(0.4)	41.6
Canadian government obligations and						
Canadian government agency obligations	(0.5)	80.3	-	-	(0.5)	80.3
Other securities	(1.4)	69.5	-	-	(1.4)	69.5
	<u>\$ (12.7)</u>	<u>\$ 1,338.1</u>	<u>\$ (0.4)</u>	<u>\$ 20.2</u>	<u>\$ (13.1)</u>	<u>\$ 1,358.3</u>

The unrealized losses and fair values of available-for-sale securities that have been in an unrealized loss position for a period of less than and greater than 12 months as of June 30, 2011 are as follows:

	Unrealized losses less than 12 months	Fair market value less than 12 months	Unrealized losses greater than 12 months	Fair market value greater than 12 months	Total gross unrealized losses	Total fair market value
U.S. Treasury and direct obligations of						
U.S. government agencies	\$ (12.1)	\$ 1,049.0	\$ -	\$ -	\$ (12.1)	\$ 1,049.0
Corporate bonds	(16.9)	945.2	-	-	(16.9)	945.2
Asset-backed securities	-	0.5	-	-	-	0.5
Commercial mortgage-backed securities	-	17.3	-	-	-	17.3
Municipal bonds	(0.6)	35.0	-	-	(0.6)	35.0
Canadian government obligations and						
Canadian government agency obligations	(1.3)	227.7	-	-	(1.3)	227.7
Other securities	(3.7)	242.3	-	-	(3.7)	242.3
	<u>\$ (34.6)</u>	<u>\$ 2,517.0</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (34.6)</u>	<u>\$ 2,517.0</u>

Expected maturities of available-for-sale securities at March 31, 2012 are as follows:

Due in one year or less	\$ 3,182.4
Due after one year to two years	1,760.3
Due after two years to three years	2,802.8
Due after three years to four years	4,197.7
Due after four years	<u>5,775.7</u>
<b>Total available-for-sale</b>	

securities	<u>\$ 17,718.9</u>
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At December 31, 2011, the Company concluded that it had the intent to sell certain available-for-sale securities for which unrealized losses of \$5.8 million were previously recorded in accumulated other comprehensive income on the Consolidated Balance Sheets. As such, the Company recognized impairment losses of \$5.8 million in other income, net, on the Statements of Consolidated Earnings for the three months ended December 31, 2011. During the three months ended March 31, 2012, the

Company sold its remaining holdings in these securities. For the remaining securities in an unrealized loss position of \$13.1 million at March 31, 2012, the Company concluded that it did not have the intent to sell such securities and it was not more likely than not that the Company would be required to sell such securities before recovery. The securities with unrealized losses at March 31, 2012 were primarily comprised of corporate bonds. In order to determine whether such losses were due to credit losses, the Company evaluated such securities utilizing a variety of quantitative and qualitative factors including whether the Company expects to collect all amounts due under the contractual terms of the security, information about current and past events of the issuer, and the length of time and the extent to which the fair value has been less than the cost basis. At March 31, 2012, the Company concluded that unrealized losses on available-for-sale securities held at March 31, 2012 were not credit losses and were attributable to changes in interest rates. As a result, the Company concluded that the \$13.1 million in unrealized losses on such securities should be recorded in accumulated other comprehensive income on the Consolidated Balance Sheets at March 31, 2012.

## **Note 7. Fair Value Measurements**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date and is based upon the Company's principal or most advantageous market for a specific asset or liability.

U.S. GAAP provides for a three-level hierarchy of inputs to valuation techniques used to measure fair value, defined as follows:

- Level 1 Fair value is determined based upon quoted prices for identical assets or liabilities that are traded in active markets.
- Level 2 Fair value is determined based upon inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability, including:
- quoted prices for similar assets or liabilities in active markets;
  - quoted prices for identical or similar assets or liabilities in markets that are not active;
  - inputs other than quoted prices that are observable for the asset or liability; or
  - inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 Fair value is determined based upon inputs that are unobservable and reflect the Company's own assumptions about the assumptions that market participants would use in pricing the asset or liability based upon the best information available in the circumstances (e.g., internally derived assumptions surrounding the timing and amount of expected cash flows).

Available-for-sale securities included in Level 1 are valued using closing prices for identical instruments that are traded on active exchanges. Available-for-sale securities included in Level 2 are valued utilizing inputs obtained from an independent pricing service. To determine the fair value of the Company's Level 2 investments, a variety of inputs are utilized, including benchmark yields, reported trades, non-binding broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, reference data, new issue data, and monthly payment information. Over 99% of the Company's Level 2 investments are valued utilizing inputs obtained from a pricing service. The Company reviews the values generated by the independent pricing service for reasonableness by comparing the valuations received from the independent pricing service to valuations from at least one other observable source.

The Company has not adjusted the prices obtained from the independent pricing service. The Company has no available-for-sale securities included in Level 3.

The Company's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the classification of assets and liabilities within the fair value hierarchy. In certain instances, the inputs used to measure fair value may meet the definition of more than one level of the fair value hierarchy. The significant input with the lowest level priority is used to determine the applicable level in the fair value hierarchy.

The following table presents the Company's assets measured at fair value on a recurring basis at March 31, 2012. Included in the table are available-for-sale securities within corporate investments of \$124.8 million and funds held for clients of \$17,594.1 million.

	Level 1	Level 2	Level 3	Total
U.S Treasury and direct obligations of				
U.S. government agencies	\$ -	\$ 6,683.6	\$ -	\$ 6,683.6
Corporate bonds	-	7,142.9	-	7,142.9
Asset-backed securities	-	414.4	-	414.4
Commercial mortgage-backed securities	-	337.2	-	337.2
Municipal bonds	-	539.3	-	539.3
Canadian government obligations and				
Canadian government agency obligations	-	1,043.3	-	1,043.3
Other securities	22.9	1,535.3	-	1,558.2
<b>Total available-for-sale securities</b>	<b>\$ 22.9</b>	<b>\$ 17,696.0</b>	<b>\$ -</b>	<b>\$ 17,718.9</b>

The following table presents the Company's assets measured at fair value on a recurring basis at June 30, 2011. Included in the table are available-for-sale securities within corporate investments of \$134.3 million and funds held for clients of \$16,793.2 million.

	Level 1	Level 2	Level 3	Total
U.S Treasury and direct obligations of				
U.S. government agencies	\$ -	\$ 6,759.1	\$ -	\$ 6,759.1
Corporate bonds	-	6,126.6	-	6,126.6
Asset-backed securities	-	447.8	-	447.8
Commercial mortgage-backed securities	-	492.5	-	492.5
Municipal bonds	-	516.2	-	516.2
Canadian government obligations and				
Canadian government agency obligations	-	1,101.5	-	1,101.5
Other securities	20.1	1,463.7	-	1,483.8
<b>Total available-for-sale securities</b>	<b>\$ 20.1</b>	<b>\$ 16,907.4</b>	<b>\$ -</b>	<b>\$ 16,927.5</b>

## Note 8. Receivables

Accounts receivable, net, includes the Company's trade receivables, which are recorded based upon the amount the Company expects to receive from its clients, net of an allowance for doubtful accounts. The Company's receivables also include notes receivable for the financing of the sale of computer systems, primarily from auto, truck, motorcycle, marine, recreational vehicle and heavy equipment dealers. Notes receivable are recorded based upon the amount the Company expects to receive from its clients, net of an allowance for doubtful accounts and unearned income. The allowance for doubtful accounts is the

Company's best estimate of probable credit losses related to trade receivables and notes receivable based upon the aging of the receivables, historical collection data, internal assessments of credit quality and the economic conditions in the automobile industry, as well as in the economy as a whole. The Company charges off uncollectable amounts against the reserve in the period in which it determines they are uncollectable. Unearned income on notes receivable is amortized using the effective interest method.

The Company's receivables, whose carrying value approximates fair value, are as follows:

	March 31, 2012		June 30, 2011	
	Current	Long-term	Current	Long-term
Trade receivables	\$ 1,341.4	\$ -	\$ 1,333.2	\$ -
Notes receivable	88.6	143.4	90.5	146.4
Less:				
Allowance for doubtful accounts - trade receivables	(44.2)	-	(44.8)	-
Allowance for doubtful accounts - notes receivable	(5.9)	(9.5)	(5.7)	(9.4)
Unearned income - notes receivable	(7.2)	(6.8)	(8.4)	(8.3)
<b>Total</b>	<b>\$ 1,372.7</b>	<b>\$ 127.1</b>	<b>\$ 1,364.8</b>	<b>\$ 128.7</b>

The Company determines the allowance for doubtful accounts related to notes receivable based upon a specific reserve for known collection issues, as well as a non-specific reserve based upon aging, both of which are based upon history of such losses and current economic conditions. Based upon the Company's methodology, the notes receivable balances with specific and non-specific reserves and the specific and non-specific reserves associated with those balances are as follows:

	March 31, 2012			
	Notes Receivable		Reserve	
	Current	Long-term	Current	Long-term
Specific Reserve	\$ 0.4	\$ 0.6	\$ 0.4	\$ 0.6
Non-specific Reserve	88.2	142.8	5.5	8.9
<b>Total</b>	<b>\$ 88.6</b>	<b>\$ 143.4</b>	<b>\$ 5.9</b>	<b>\$ 9.5</b>

	June 30, 2011			
	Notes Receivable		Reserve	
	Current	Long-term	Current	Long-term
Specific Reserve	\$ 0.6	\$ 0.9	\$ 0.6	\$ 0.9
Non-specific Reserve	89.9	145.5	5.1	8.5
<b>Total</b>	<b>\$ 90.5</b>	<b>\$ 146.4</b>	<b>\$ 5.7</b>	<b>\$ 9.4</b>

The rollforward of the allowance for doubtful accounts related to notes receivable is as follows:

	Current	Long-term
Balance at June 30, 2011	\$ 5.7	\$ 9.4
Incremental provision	1.2	1.5
Recoveries and other	(0.4)	(0.6)
Chargeoffs	(0.6)	(0.8)
<b>Balance at March 31, 2012</b>	<b>\$ 5.9</b>	<b>\$ 9.5</b>

The allowance for doubtful accounts as a percentage of notes receivable was approximately 7% as of March 31, 2012 and 6% as of June 30, 2011.

Notes receivable aged over 30 days past due are considered delinquent. Notes receivable aged over 60 days past due and notes receivable with known collection issues are placed on non-accrual status. Interest revenue is not recognized on notes receivable while on non-accrual status. Cash payments received on non-accrual receivables are applied towards the principal. When notes receivable on non-accrual status are again less than 60 days past due, recognition of interest revenue for notes receivable is resumed. At March 31, 2012, the Company had \$1.3 million in notes receivable on non-accrual status, including \$0.6 million of notes receivable aged over 60 days past due. At March 31, 2011, the Company had \$1.8 million in notes receivable on non-accrual status, including \$0.5 million of notes receivable aged over 60 days past due. During the nine months ended March 31, 2012, and March 31, 2011, respectively, the charge-offs as a percentage of notes receivable were 1%.

On an ongoing basis, the Company evaluates the credit quality of its financing receivables, utilizing aging of receivables, collection experience and charge-offs. In addition, the Company evaluates economic conditions in the auto industry and specific dealership matters, such as bankruptcy. As events related to a specific client dictate, the credit quality of a client is reevaluated.

The aging of the notes receivable past due at March 31, 2012 is as follows:

	Over 30 days to 60 days	Over 60 days
Notes Receivables	\$ 1.3	\$ 0.6

At March 31, 2012, approximately 99% of notes receivable are current.

The aging of the notes receivable past due at June 30, 2011 is as follows:

	Over 30 days to 60 days	Over 60 days
Notes Receivables	\$ 1.2	\$ 0.1

At June 30, 2011, approximately 99% of notes receivable are current.

#### Note 9. Goodwill and Intangible Assets, net

Changes in goodwill for the nine months ended March 31, 2012 are as follows:

	Employer Services	PEO Services	Dealer Services	Total
Balance as of June 30, 2011	\$ 1,935.0	\$ 4.8	\$ 1,133.8	\$ 3,073.6
Additions and other adjustments, net	61.5	-	58.0	119.5
Currency translation adjustments	(17.8)	-	(11.6)	(29.4)
Balance as of March 31, 2012	<u>\$ 1,978.7</u>	<u>\$ 4.8</u>	<u>\$ 1,180.2</u>	<u>\$ 3,163.7</u>

Components of intangible assets, net, are as follows:

	March 31, 2012	June 30, 2011
<b>Intangible assets:</b>		
Software and software licenses	\$ 1,404.4	\$ 1,322.4
Customer contracts and lists	861.6	821.0
Other intangibles	242.0	238.3
	<u>2,508.0</u>	<u>2,381.7</u>
<b>Less accumulated amortization:</b>		
Software and software licenses	(1,133.2)	(1,062.1)
Customer contracts and lists	(482.2)	(443.7)
Other intangibles	(169.5)	(160.2)
	<u>(1,784.9)</u>	<u>(1,666.0)</u>
<b>Intangible assets, net</b>	<u>\$ 723.1</u>	<u>\$ 715.7</u>

Other intangibles consist primarily of purchased rights, covenants, patents and trademarks (acquired directly or through acquisitions). All of the intangible assets have finite lives and, as such, are subject to amortization. The weighted average remaining useful life of the intangible assets is 8 years (4 years for software and software licenses, 10 years for customer contracts and lists, and 8 years for other intangibles). Amortization of intangible assets was \$43.9 million and \$45.0 million for the three months ended March 31, 2012 and 2011, respectively, and totaled \$130.3 million and \$130.3 million for the nine months ended March 31, 2012 and 2011, respectively.

Estimated future amortization expenses of the Company's existing intangible assets are as follows:

	Amount
Three months ending June 30, 2012	\$ 46.9
Twelve months ending June 30, 2013	\$ 153.8
Twelve months ending June 30, 2014	\$ 123.4
Twelve months ending June 30, 2015	\$ 91.5
Twelve months ending June 30, 2016	\$ 67.6
Twelve months ending June 30, 2017	\$ 55.9

#### **Note 10. Short-term Financing**

The Company has a \$2.0 billion, 364-day credit agreement with a group of lenders that matures in June 2012. In addition, the Company has a four-year \$3.25 billion credit facility maturing in June 2015 that contains an accordion feature under which the aggregate commitment can be increased by \$500.0 million, subject to the availability of additional commitments. The Company also has an existing \$1.5 billion three-year credit facility that matures in June 2013 that also contains an accordion feature under which the aggregate commitment can be increased by \$500.0 million, subject to the availability of additional commitments. The interest rate applicable to committed borrowings is tied to LIBOR, the federal funds effective rate or the prime rate depending on the notification provided by the Company to the syndicated financial institutions prior to borrowing. The Company is also required to pay facility fees on the credit agreements. The primary uses of the credit facilities are to provide liquidity to the commercial paper program and funding for general corporate purposes, if necessary. The Company had no borrowings through March 31, 2012 under the credit agreements.

The Company's U.S. short-term funding requirements related to client funds are sometimes obtained through a short-term commercial paper program, which provides for the issuance of up to \$6.75 billion in aggregate maturity value of commercial paper. The Company's commercial paper program is rated A-

1+ by Standard and Poor's and Prime-1 by Moody's. These ratings denote the highest quality commercial paper securities. Maturities of commercial paper can range from overnight to up to 364 days. At March 31, 2012 and June 30, 2011, the Company had no commercial paper outstanding. For the three months ended March 31, 2012 and 2011, the Company's average borrowings were \$0.5 billion and \$0.6 billion, respectively, at weighted average interest rates of 0.1% and 0.2%, respectively. For the nine months ended March 31, 2012 and 2011, the Company's average borrowings were \$2.3 billion and \$1.7 billion, respectively, at weighted average interest rates of 0.1% and 0.2%, respectively. The weighted average maturity of the Company's commercial paper during the three and nine months ended March 31, 2012 approximated one and two days, respectively.

The Company's U.S. and Canadian short-term funding requirements related to client funds obligations are sometimes obtained on a secured basis through the use of reverse repurchase agreements. These agreements are collateralized principally by government and government agency securities. These agreements generally have terms ranging from overnight to up to five business days. The Company has \$2.0 billion available to it on a committed basis under these reverse repurchase agreements. At March 31, 2012 and June 30, 2011, there were no outstanding obligations under reverse repurchase agreements. For the three months ended March 31, 2012 and 2011, the Company had average outstanding balances under reverse repurchase agreements of \$139.9 million and \$160.3 million, respectively, at weighted average interest rates of 1.0% and 0.8%, respectively. For the nine months ended March 31, 2012 and 2011, the Company had average outstanding balances under reverse repurchase agreements of \$303.3 million and \$439.0 million, respectively, at weighted average interest rates of 0.6% and 0.5%, respectively.

#### Note 11. Debt

Components of long-term debt are as follows:

	March 31, 2012	June 30, 2011
Industrial revenue bonds	\$ 21.6	\$ 21.6
Secured financing	13.9	15.4
	35.5	37.0
Less: current portion	(18.2)	(2.8)
	<u>\$ 17.3</u>	<u>\$ 34.2</u>

The fair value of the industrial revenue bonds and other debt, included above, approximates carrying value.

#### Note 12. Employee Benefit Plans

**A. Stock Plans.** The Company recognizes stock-based compensation expense in net earnings based on the fair value of the award on the date of grant. Stock-based compensation consists of the following:

- **Stock Options.** Stock options are granted to employees at exercise prices equal to the fair market value of the Company's common stock on the dates of grant. Stock options are issued under a grade vesting schedule. Options granted prior to July 1, 2008 generally vest ratably over five years and have a term of 10 years. Options granted after July 1, 2008 generally vest ratably over four years and have a term of 10 years. Compensation expense for stock options is recognized over the requisite service period for each separately vesting portion of the stock option award.

- **Employee Stock Purchase Plan.** The Company offers an employee stock purchase plan that allows eligible employees to purchase shares of common stock at a price equal to 95% of the market value for the Company's common stock on the last day of the offering period. This plan has been deemed non-compensatory and therefore, no compensation expense has been recorded.
- **Restricted Stock.**
  - **Time-Based Restricted Stock.** The Company has issued time-based restricted stock to certain key employees. These shares are restricted as to transfer and in certain circumstances must be returned to the Company at the original purchase price. The Company records stock compensation expense relating to the issuance of restricted stock based on market prices on the date of grant on a straight-line basis over the period in which the transfer restrictions exist, which is up to five years from the date of grant.
  - **Performance-Based Restricted Stock.** The performance-based restricted stock program has a one-year performance period, and a subsequent six-month service period. Under this program, the Company communicates "target awards" to employees at the beginning of the performance period and, as such, dividends are not paid in respect of the "target awards" during the performance period. After the performance period, if the performance targets are achieved, associates are eligible to receive dividends on shares awarded under the program. The performance target is based on earnings per share growth over the performance period, with possible payouts ranging from 0% to 150% of the "target awards." Stock-based compensation expense is measured based upon the fair value of the award on the grant date. Compensation expense is recognized on a straight-line basis over the vesting period of approximately 18 months, based upon the probability that the performance target will be met.

The Company currently utilizes treasury stock to satisfy stock option exercises, issuances under the Company's employee stock purchase plan and restricted stock awards. From time to time, the Company may repurchase shares of its common stock under its authorized share repurchase programs. The Company repurchased 2.0 million shares in the three months ended March 31, 2012 as compared to 1.4 million shares repurchased in the three months ended March 31, 2011 and the Company repurchased 8.2 million shares in the nine months ended March 31, 2012 as compared to 3.8 million shares repurchased in the nine months ended March 31, 2011. The Company considers several factors in determining when to execute share repurchases, including, among other things, actual and potential acquisition activity, cash balances and cash flows, issuances due to employee benefit plan activity, and market conditions.

Stock-based compensation expense of \$20.4 million and \$21.8 million was recognized in earnings for the three months ended March 31, 2012 and 2011, respectively, as well as related tax benefits of \$7.5 million and \$8.2 million, respectively. Stock-based compensation expense of \$66.1 million and \$58.5 million was recognized in earnings for the nine months ended March 31, 2012 and 2011, respectively, as well as related tax benefits of \$24.4 million and \$21.8 million, respectively.

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2012	2011	2012	2011
Operating expenses	\$ 3.7	\$ 4.2	\$ 11.2	\$ 10.8
Selling, general and administrative expenses	13.5	13.6	45.2	37.4
System development and programming costs	3.2	4.0	9.7	10.3
Total pretax stock-based compensation expense	<u>\$ 20.4</u>	<u>\$ 21.8</u>	<u>\$ 66.1</u>	<u>\$ 58.5</u>

As of March 31, 2012, the total remaining unrecognized compensation cost related to non-vested stock options and restricted stock awards amounted to \$10.6 million and \$51.2 million, respectively, which will be amortized over the weighted-average remaining requisite service periods of 1.9 years and 1.4 years, respectively.

During the nine months ended March 31, 2012, the following activity occurred under the Company's existing plans:

**Stock Options:**

	Number of Options (in thousands)	Weighted Average Price (in dollars)
Options outstanding at July 1, 2011	21,714	\$ 40
Options granted	1,106	\$ 54
Options exercised	(4,976)	\$ 53
Options cancelled	(361)	\$ 42
Options outstanding at March 31, 2012	<u>17,483</u>	\$ 40

**Performance-Based Restricted Stock:**

	Number of Shares (in thousands)
Restricted shares outstanding at July 1, 2011	1,351
Restricted shares granted	1,801
Restricted shares vested	(1,579)
Restricted shares forfeited	(78)
Restricted shares outstanding at March 31, 2012	<u>1,495</u>

**Time-Based Restricted Stock:**

	Number of Shares (in thousands)
Restricted shares outstanding, at July 1, 2011	493
Restricted shares granted	8
Restricted shares vested	(71)
Restricted shares forfeited	(14)
Restricted shares outstanding, at March 31, 2012	<u>416</u>

The fair value of each stock option issued is estimated on the date of grant using a binomial option pricing model. The binomial model considers a range of assumptions related to volatility, risk-free interest rate and employee exercise behavior. Expected volatilities utilized in the binomial model are based on a combination of implied market volatilities, historical volatility of the Company's stock price and other factors. Similarly, the dividend yield is based on historical experience and expected future changes.

The risk-free rate is derived from the U.S. Treasury yield curve in effect at the time of grant. The binomial model also incorporates exercise and forfeiture assumptions based on an analysis of historical data. The expected life of the stock option grant is derived from the output of the binomial model and represents the period of time that options granted are expected to be outstanding.

The fair value for stock options granted was estimated at the date of grant using the following assumptions:

	Nine Months Ended March 31,	
	2012	2011
Risk-free interest rate	0.8% - 1.0%	1.4% - 2.4%
Dividend yield	2.8% - 3.1%	2.9% - 3.3%
Weighted average volatility factor	24.9% -	24.5% -
Weighted average expected life (in years)	5.2 - 5.3	5.1 - 5.2
Weighted average fair value (in dollars)	\$ 8.46	\$ 7.59

**B. Pension Plans**

The components of net pension expense were as follows:

	Three months ended March 31,		Nine months ended March 31,	
	2012	2011	2012	2011
Service cost – benefits earned during the period	\$ 14.3	\$ 13.1	\$ 42.9	\$ 39.3
Interest cost on projected benefits	15.5	14.1	46.5	42.3
Expected return on plan assets	(24.4)	(22.1)	(73.2)	(66.3)
Net amortization and deferral	3.7	5.0	11.3	15.0
Net pension expense	<u>\$ 9.1</u>	<u>\$ 10.1</u>	<u>\$ 27.5</u>	<u>\$ 30.3</u>

During the nine months ended March 31, 2012, the Company contributed \$81.3 million to the pension plans and expects to contribute approximately \$2.7 million during the remainder of the fiscal year ended June 30, 2012.

### **Note 13. Income Taxes**

The effective tax rate for the three months ended March 31, 2012 and 2011 was 34.0% and 35.1%, respectively. The decrease in the effective tax rate was related to the availability of foreign tax credits, the expiration of certain statutes of limitation, and the final resolution of certain tax matters.

The effective tax rate for the nine months ended March 31, 2012 and 2011 was 34.5% and 35.7%, respectively. The decrease in the effective tax rate was related to the availability of foreign tax credits, the expiration of certain statutes of limitation, and the final resolution of certain tax matters.

### **Note 14. Commitments and Contingencies**

On July 18, 2011, athenahealth, Inc. filed a complaint against ADP AdvancedMD, Inc. (“ADP AdvancedMD”), a subsidiary of the Company. The complaint alleges that ADP AdvancedMD’s activities in providing medical practice management and billing and revenue management software and associated services to physicians and medical practice managers infringe two patents owned by athenahealth, Inc. The complaint seeks monetary damages, injunctive relief, and costs. The Company has responded to the complaint, believes that it has meritorious defenses to this claim, and is continuing to vigorously defend itself against the allegations.

In June 2011, the Company received a Commissioner’s Charge from the U.S. Equal Employment Opportunity Commission (“EEOC”) alleging that the Company has violated Title VII of the Civil Rights Act of 1964 by refusing to recruit, hire, transfer and promote certain persons on the basis of their race, in the State of Illinois from at least the period of January 1, 2007 to the present. The Company continues to investigate the allegations set forth in the Commissioner’s Charge and is cooperating with the EEOC’s investigation.

The Company is subject to various claims and litigation in the normal course of business. When a loss is considered probable and reasonably estimable, the Company records a liability in the amount of its best estimate for the ultimate loss. At this time the Company is unable to estimate any possible loss, or range of possible loss, with respect to the matters described above. This is primarily because these matters are still in early stages and involve complex issues subject to inherent uncertainty. There can be no assurance that these matters will be resolved in a manner that is not adverse to the Company.

It is not the Company’s business practice to enter into off-balance sheet arrangements. In the normal course of business, the Company may enter into contracts in which it makes representations and warranties that relate to the performance of the Company’s services and products. The Company does not expect any material losses related to such representations and warranties.

The Company has obligations under various facilities and equipment leases and software license agreements that were disclosed in its Annual Report on Form 10-K for the year ended June 30, 2011.

**Note 15. Foreign Currency Risk Management Programs**

The Company transacts business in various foreign jurisdictions and is therefore exposed to market risk from changes in foreign currency exchange rates that could impact its consolidated results of operations, financial position or cash flows. The Company manages its exposure to these market risks through its regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. The Company does not use derivative financial instruments for trading purposes. The Company had no derivative financial instruments outstanding at March 31, 2012 or June 30, 2011.

**Note 16. Comprehensive Income**

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2012	2011	2012	2011
Net earnings	\$ 452.4	\$ 423.8	\$ 1,130.1	\$ 1,012.4
Other comprehensive income:				
Currency translation adjustments	36.5	58.8	(73.2)	143.2
Unrealized gain (loss) on available-for-sale securities, net of tax	(17.7)	(59.7)	58.6	(156.7)
Pension liability adjustment, net of tax	1.4	2.3	7.2	2.9
Comprehensive income	\$ 472.6	\$ 425.2	\$ 1,122.7	\$ 1,001.8

**Note 17. Interim Financial Data by Segment**

Based upon similar economic characteristics and operational characteristics, the Company's strategic business units have been aggregated into the following three reportable segments: Employer Services, PEO Services, and Dealer Services. The primary components of the "Other" segment are miscellaneous processing services, such as customer financing transactions, non-recurring gains and losses, results of operations of ADP Indemnity (a wholly-owned captive insurance company that provides workers' compensation and employer's liability deductible reimbursement insurance protection for PEO Services worksite employees) and certain expenses that have not been charged to the reportable segments, such as stock-based compensation expense. Certain revenues and expenses are charged to the reportable segments at a standard rate for management reasons. Other costs are recorded based on management responsibility. The prior year reportable segments' revenues and earnings before income taxes have been adjusted to reflect updated fiscal 2012 budgeted foreign exchange rates. In addition, there is a reconciling item for the difference between actual interest income earned on invested funds held for clients and interest credited to Employer Services and PEO Services at a standard rate of 4.5%. The reportable segments' results also include an internal cost of capital charge related to the funding of acquisitions and other investments. All of these adjustments/charges are reconciling items to the Company's reportable segments' revenues and/or earnings before income taxes and result in the elimination of these adjustments/charges in consolidation.

Segment Results:

	Revenues			
	Three Months Ended		Nine Months Ended	
	March 31,		March 31,	
	2012	2011	2012	2011
Employer Services	\$ 2,108.6	\$ 1,973.5	\$ 5,686.1	\$ 5,280.0
PEO Services	513.7	447.8	1,328.1	1,147.3
Dealer Services	431.9	402.0	1,252.3	1,134.2
Other	0.9	3.7	4.9	10.1
Reconciling items:				
Foreign exchange	(23.9)	(10.8)	(29.0)	(56.0)
Client fund interest	(108.1)	(78.9)	(213.8)	(143.2)
Total	<u>\$ 2,923.1</u>	<u>\$ 2,737.3</u>	<u>\$ 8,028.6</u>	<u>\$ 7,372.4</u>

	Earnings before Income Taxes			
	Three Months Ended		Nine Months Ended	
	March 31,		March 31,	
	2012	2011	2012	2011
Employer Services	\$ 699.4	\$ 653.7	\$ 1,556.4	\$ 1,474.1
PEO Services	45.9	37.8	124.8	101.8
Dealer Services	77.7	67.4	211.3	174.6
Other	(62.0)	(57.4)	(48.1)	(111.1)
Reconciling items:				
Foreign exchange	(0.5)	0.1	0.2	(7.6)
Client fund interest	(108.1)	(78.9)	(213.8)	(143.2)
Cost of capital charge	33.2	30.3	93.8	85.4
Total	<u>\$ 685.6</u>	<u>\$ 653.0</u>	<u>\$ 1,724.6</u>	<u>\$ 1,574.0</u>

**Note 18. Subsequent Events**

Subsequent to March 31, 2012, the Company acquired a business for approximately \$65.6 million. The Company is currently evaluating the purchase price allocation for this business. This acquisition is not expected to be material to the Company's operations, financial position or cash flows.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

(Tabular dollars are presented in millions, except per share amounts)

### **FORWARD-LOOKING STATEMENTS**

This report and other written or oral statements made from time to time by ADP may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Statements that are not historical in nature, and which may be identified by the use of words like "expects," "assumes," "projects," "anticipates," "estimates," "we believe," "could be" and other words of similar meaning, are forward-looking statements. These statements are based on management's expectations and assumptions and are subject to risks and uncertainties that may cause actual results to differ materially from those expressed. Factors that could cause actual results to differ materially from those contemplated by the forward-looking statements include: ADP's success in obtaining, retaining and selling additional services to clients; the pricing of services and products; changes in laws regulating payroll taxes, professional employer organizations and employee benefits; overall market and economic conditions, including interest rate and foreign currency trends; competitive conditions; auto sales and related industry changes; employment and wage levels; changes in technology; availability of skilled technical associates; and the impact of new acquisitions and divestitures. ADP disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise. These risks and uncertainties, along with the risk factors discussed under "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended June 30, 2011 ("fiscal 2011"), should be considered in evaluating any forward-looking statements contained herein.

### **CRITICAL ACCOUNTING POLICIES**

Our consolidated financial statements and accompanying notes have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The preparation of these financial statements requires management to make estimates, judgments and assumptions that affect reported amounts of assets, liabilities, revenues and expenses. We continually evaluate the accounting policies and estimates used to prepare the consolidated financial statements. The estimates are based on historical experience and assumptions believed to be reasonable under current facts and circumstances. Actual amounts and results could differ from these estimates made by management. Certain accounting policies that require significant management estimates and are deemed critical to our results of operations or financial position are discussed in our Annual Report on Form 10-K for the fiscal year ended June 30, 2011 in the Critical Accounting Policies section of Management's Discussion and Analysis of Financial Condition and Results of Operations.

### **RESULTS OF OPERATIONS**

#### **Executive Overview**

Our solid results for the period reflect the strength and resilience of our underlying business model despite the challenges posed by the current economic environment. Our focus on product innovation and our investment in sales associate headcount has led to growth in new business sales and solid revenue retention across our business segments. We are pleased with the current performance of our strategic acquisitions together with the continued strength in our same-store-sales growth. However, we continue to be impacted by the decline in high-margin client interest revenues as a result of lower interest rates, partially offset by an increase in our average client funds balance.

Our business model remains strong with a high percentage of recurring revenues, excellent margins, the ability to generate consistent, healthy cash flows, strong client revenue retention, and low capital expenditure requirements. We invest our clients' funds in accordance with ADP's prudent and conservative investment guidelines where the safety, liquidity, and diversification of our clients' funds are the foremost objectives of our investment strategy. The portfolio is predominantly invested in AAA/AA rated fixed-income securities. We continue to return excess cash to our shareholders through our share repurchase program and dividends.

Our financial condition and balance sheet remain solid at March 31, 2012, with cash and cash equivalents and marketable securities of \$1.8 billion. We continue to look for opportunities to further enhance and complement our product portfolio and service offerings and, accordingly, have acquired six businesses as of March 31, 2012 for approximately \$235.4 million, net of cash acquired. We expect that these acquisitions will not have a material impact on our earnings for the year ending June 30, 2012 ("fiscal 2012"), individually or in the aggregate.

### Analysis of Consolidated Operations

	Three Months Ended March 31,		\$ Change	% Change
	2012	2011		
Total revenues	\$ 2,923.1	\$ 2,737.3	\$ 185.8	7%
Costs of revenues:				
Operating expenses	\$ 1,413.9	\$ 1,300.3	\$ 113.6	9%
Systems development and programming costs	145.4	155.8	(10.4)	(7%)
Depreciation and amortization	65.4	64.5	0.9	1%
Total costs of revenues	\$ 1,624.7	\$ 1,520.6	\$ 104.1	7%
Selling, general and administrative expenses	\$ 622.1	\$ 577.3	\$ 44.8	8%
Interest expense	1.2	1.4	(0.2)	(14%)
Total expenses	\$ 2,248.0	\$ 2,099.3	\$ 148.7	7%
Other income, net	\$ (10.5)	\$ (15.0)	\$ (4.5)	(30%)
Earnings before income taxes	\$ 685.6	\$ 653.0	\$ 32.6	5%
Margin	23%	24%		
Provision for income taxes	\$ 233.2	\$ 229.2	\$ 4.0	2%
Effective tax rate	34.0%	35.1%		
Net earnings	\$ 452.4	\$ 423.8	\$ 28.6	7%
Diluted earnings per share	\$ 0.92	\$ 0.85	\$ 0.07	8%

	Nine Months Ended March 31,		\$ Change	% Change
	2012	2011		
Total revenues	\$ 8,028.6	\$ 7,372.4	\$ 656.2	9%
Costs of revenues:				
Operating expenses	\$ 4,014.3	\$ 3,590.5	\$ 423.8	12%
Systems development and programming costs	444.2	432.9	11.3	3%
Depreciation and amortization	192.3	189.4	2.9	2%
Total costs of revenues	\$ 4,650.8	\$ 4,212.8	\$ 438.0	10%
Selling, general and administrative expenses	\$ 1,788.8	\$ 1,663.0	\$ 125.8	8%
Interest expense	5.4	6.9	(1.5)	(22%)
Total expenses	\$ 6,445.0	\$ 5,882.7	\$ 562.3	10%
Other income, net	\$ (141.0)	\$ (84.3)	\$ 56.7	67%
Earnings before income taxes	\$ 1,724.6	\$ 1,574.0	\$ 150.6	10%
Margin	21%	21%		
Provision for income taxes	\$ 594.5	\$ 561.6	\$ 32.9	6%
Effective tax rate	34.5%	35.7%		
Net earnings	\$ 1,130.1	\$ 1,012.4	\$ 117.7	12%
Diluted earnings per share	\$ 2.29	\$ 2.03	\$ 0.26	13%

### Total Revenues

Total revenues increased \$185.8 million, or 7%, to \$2,923.1 million for the three months ended March 31, 2012, from \$2,737.3 million for the three months ended March 31, 2011, due to an increase in revenues in Employer Services of 7%, or \$135.1 million, to \$2,108.6 million, PEO Services of 15%, or \$65.9 million, to \$513.7 million, and Dealer Services of 7%, or \$29.9 million, to \$431.9 million. Total revenues would have increased approximately 6% without the impact of recently completed acquisitions and the impact to revenues pertaining to the sale of assets related to rights and obligations to resell a third-party expense management platform. In addition, revenues decreased \$12.2 million due to changes in foreign currency exchange rates.

Total revenues for the three months ended March 31, 2012 include interest on funds held for clients of \$133.3 million, as compared to \$148.6 million for the three months ended March 31, 2011. The decrease in the consolidated interest earned on funds held for clients resulted from the decrease in the average interest rate earned to 2.5% during the three months ended March 31, 2012 as compared to 2.9% for the three months ended March 31, 2011, partially offset by an increase in our average client

funds balance of 5%, to \$21.7 billion, for the three months ended March 31, 2012.

Total revenues increased \$656.2 million, or 9%, to \$8,028.6 million for the nine months ended March 31, 2012, from \$7,372.4 million for the nine months ended March 31, 2011, due to an increase in revenues in Employer Services of 8%, or \$406.1 million, to \$5,686.1 million, PEO Services of 16%, or \$180.8 million, to \$1,328.1 million, and Dealer Services of 10%, or \$118.1 million, to \$1,252.3 million. Total revenues would have increased approximately 7% without the impact of recently completed acquisitions and the impact to revenues pertaining to the sale of assets related to rights and obligations to resell a third-party expense management platform. In addition, revenues increased \$32.5 million due to changes in foreign currency exchange rates.

Total revenues for the nine months ended March 31, 2012 include interest on funds held for clients of \$373.0 million, as compared to \$404.4 million for the nine months ended March 31, 2011. The decrease in the consolidated interest earned on funds held for clients resulted from the decrease in the average interest rate earned to 2.8% during the nine months ended March 31, 2012 as compared to 3.3% for the nine months ended March 31, 2011, partially offset by an increase in our average client funds balance of 7%, to \$17.5 billion, for the nine months ended March 31, 2012.

## **Total Expenses**

Total expenses increased \$148.7 million, or 7%, to \$2,248.0 million for the three months ended March 31, 2012, from \$2,099.3 million for the three months ended March 31, 2011. The increase in our consolidated expenses was due to an increase in operating expenses of \$113.6 million, an increase in selling, general and administrative expenses of \$44.8 million, partially offset by a decrease in systems development and programming expenses of \$10.4 million. Total expenses would have increased approximately 5% without the impact of recently completed acquisitions.

Total expenses increased \$562.3 million, or 10%, to \$6,445.0 million for the nine months ended March 31, 2012, from \$5,882.7 million for the nine months ended March 31, 2011. The increase in our consolidated expenses was due to an increase in operating expenses of \$423.8 million, an increase in selling, general and administrative expenses of \$125.8 million, and an increase in systems development and programming expenses of \$11.3 million. Total expenses would have increased approximately 7% without the impact of recently completed acquisitions.

Our total costs of revenues increased \$104.1 million, or 7%, to \$1,624.7 million for the three months ended March 31, 2012, from \$1,520.6 million for the three months ended March 31, 2011, due to an increase in our operating expenses of \$113.6 million, partially offset by a decrease in systems development and programming expenses of \$10.4 million.

Our total costs of revenues increased \$438.0 million, or 10%, to \$4,650.8 million for the nine months ended March 31, 2012, from \$4,212.8 million for the nine months ended March 31, 2011, due to an increase in our operating expenses of \$423.8 million and an increase in systems development and programming expenses of \$11.3 million.

Operating expenses increased \$113.6 million, or 9%, for the three months ended March 31, 2012, as compared to the three months ended March 31, 2011 due to the increase in revenues described above, including the increases in PEO Services, which has pass-through costs that are re-billable and which includes costs for benefits coverage, workers' compensation coverage and state unemployment taxes for worksite employees. These pass-through costs were \$403.5 million for the three months ended March 31, 2012, which included costs for benefits coverage of \$271.4 million and costs for workers' compensation and payment of state unemployment taxes of \$132.1 million. These pass-through costs were \$349.6 million for the three months ended March 31, 2011, which included costs for benefits

coverage of \$238.6 million and costs for workers' compensation and payment of state unemployment taxes of \$111.0 million. The increase in operating expenses is also due to expenses related to businesses acquired of \$24.3 million and higher labor-related expenses in Employer Services of \$11.8 million. Additionally, operating expenses decreased \$6.4 million due to changes in foreign currency exchange rates.

Operating expenses increased \$423.8 million, or 12%, for the nine months ended March 31, 2012, as compared to the nine months ended March 31, 2011 due to the increase in revenues described above, including the increases in PEO Services, which has pass-through costs that are re-billable and which includes costs for benefits coverage, workers' compensation coverage and state unemployment taxes for worksite employees. These pass-through costs were \$1,026.6 million for the nine months ended March 31, 2012, which included costs for benefits coverage of \$788.0 million and costs for workers' compensation and payment of state unemployment taxes of \$238.6 million. These pass-through costs were \$880.3 million for the nine months ended March 31, 2011, which included costs for benefits coverage of \$691.1 million and costs for workers' compensation and payment of state unemployment taxes of \$189.2 million. The increase in operating expenses is also due to expenses related to businesses acquired of \$94.5 million and higher labor-related expenses in Employer Services of \$31.1 million. Additionally, operating expenses increased \$17.2 million due to changes in foreign currency exchange rates.

Systems development and programming expenses decreased \$10.4 million, or 7%, for the three months ended March 31, 2012, as compared to the three months ended March 31, 2011 due to a higher proportion of capitalizable efforts directed at feature and functionality product enhancements in the period.

Systems development and programming expenses increased \$11.3 million, or 3%, for the nine months ended March 31, 2012, as compared to the nine months ended March 31, 2011 due to businesses acquired of \$13.1 million, partially offset by a higher proportion of capitalizable efforts directed at feature and functionality product enhancements in the period.

Selling, general and administrative expenses increased \$44.8 million, or 8%, for the three months ended March 31, 2012, as compared to the three months ended March 31, 2011. The increase in expenses was related to severance expenses of \$22.5 million resulting from cost reduction initiatives focused on the realization of synergies in certain international businesses as we adjust our cost structure in light of the softer European economic environment, an increase in selling expenses of \$11.1 million resulting from increases in sales force headcount and an increase in selling, general and administrative expenses of acquired businesses of \$7.6 million. Additionally, selling, general and administrative expenses decreased \$5.5 million due to changes in foreign currency exchange rates.

Selling, general and administrative expenses increased \$125.8 million, or 8%, for the nine months ended March 31, 2012, as compared to the nine months ended March 31, 2011. The increase in expenses was related to severance expenses of \$23.5 million resulting from cost reduction initiatives focused on the realization of synergies in certain international businesses as we adjust our cost structure in light of the softer European economic environment, an increase in selling expenses of \$39.9 million resulting from increases in sales force headcount coupled with an increase in selling, general and administrative expenses of acquired businesses of \$28.4 million. Additionally, selling, general and administrative expenses increased \$5.0 million due to changes in foreign currency exchange rates.

## Other income, net

	Three Months Ended March 31,			Nine Months Ended March 31,		
	2012	2011	\$ Change	2012	2011	\$ Change
Interest income on corporate funds	\$ (8.5)	\$ (10.0)	\$ (1.5)	\$ (65.3)	\$ (68.8)	\$ (3.5)
Realized gains on available-for-sale securities	(4.0)	(5.4)	(1.4)	(23.2)	(23.0)	0.2
Realized losses on available-for-sale securities	0.4	1.0	0.6	7.4	3.3	(4.1)
Realized gain on investment in Reserve Fund	-	-	-	-	(0.9)	(0.9)
Impairment losses on available-for-sale securities	-	-	-	5.8	-	(5.8)
Impairment losses on assets held for sale	2.2	-	(2.2)	2.2	8.6	6.4
Gain on sale of assets	-	-	-	(66.0)	-	66.0
Gains on sales of buildings	-	-	-	-	(1.8)	(1.8)
Other, net	(0.6)	(0.6)	-	(1.9)	(1.7)	0.2
Other income, net	<u>\$ (10.5)</u>	<u>\$ (15.0)</u>	<u>\$ (4.5)</u>	<u>\$ (141.0)</u>	<u>\$ (84.3)</u>	<u>\$ 56.7</u>

Other income, net, decreased \$4.5 million for the three months ended March 31, 2012 as compared to the three months ended March 31, 2011. The decrease was due to a decrease in interest income on corporate funds of \$1.5 million during the three months ended March 31, 2012 as compared to the three months ended March 31, 2011. The decrease in interest income on corporate funds resulted from lower average interest rates from 1.8% for the three months ended March 31, 2011 to 1.5% for the three months ended March 31, 2012, partially offset by increasing average daily corporate funds which increased from \$2.2 billion for the three months ended March 31, 2011 to \$2.3 billion for the three months ended March 31, 2012. In addition, during the three months ended March 31, 2012, we recorded an impairment loss of \$2.2 million related to our assets held for sale.

Other income, net, increased \$56.7 million for the nine months ended March 31, 2012 as compared to the nine months ended March 31, 2011. This increase was due to a gain of \$66.0 million pertaining to the sale of assets related to rights and obligations to resell a third-party expense management platform during the nine months ended March 31, 2012. This increase was partially offset by the net activity related to our available-for-sale securities, including realized gains, realized losses and impairment losses, which together resulted in a decrease in other income, net of \$9.7 million, and a decrease in interest income on corporate funds of \$3.5 million during the nine months ended March 31, 2012 as compared to the nine months ended March 31, 2011. The decrease in interest income on corporate funds resulted from lower average interest rates from 2.6% for the nine months ended March 31, 2011 to 2.2% for the nine months ended March 31, 2012, partially offset by increasing average daily corporate funds which increased from \$3.5 billion for the nine months ended March 31, 2011 to \$4.0 billion for the nine months ended March 31, 2012. In addition, we recorded an impairment loss of \$2.2 million related to our assets held for sale during the nine months ended March 31, 2012, compared to a gain on the sale of buildings of \$1.8 million and an impairment loss of \$8.6 million related to our assets held for sale for the nine months ended March 31, 2011.

## Earnings before Income Taxes

Earnings before income taxes increased \$32.6 million, or 5%, from \$653.0 million for the three months ended March 31, 2011, to \$685.6 million for the three months ended March 31, 2012 due to the increase in revenues, partially offset by the increase in total expenses, all of which were discussed above. Overall margin decreased approximately 40 basis points for the three months ended March 31, 2012 with approximately 40 basis points of margin decrease attributable to acquisitions.

Earnings before income taxes increased \$150.6 million, or 10%, from \$1,574.0 million for the nine months ended March 31, 2011, to \$1,724.6 million for the nine months ended March 31, 2012 due to the

increase in revenues and the gain on sale of assets, partially offset by the increase in expenses, all of which were discussed above. Overall margin was 21.5% for the nine months ended March 31, 2012 as compared to 21.4% for the nine months ended March 31, 2011, with approximately 80 basis points of margin contribution related to the gain on the sale of assets and approximately 30 basis points of margin decrease attributable to acquisitions.

### **Provision for Income Taxes**

The effective tax rate for the three months ended March 31, 2012 and 2011 was 34.0% and 35.1%, respectively. The decrease in the effective tax rate was related to the availability of foreign tax credits, the expiration of certain statutes of limitation, and the final resolution of certain tax matters.

The effective tax rate for the nine months ended March 31, 2012 and 2011 was 34.5% and 35.7%, respectively. The decrease in the effective tax rate was related to the availability of foreign tax credits, the expiration of certain statutes of limitation, and the final resolution of certain tax matters.

### **Net Earnings and Diluted Earnings per Share**

Net earnings increased \$28.6 million, or 7%, to \$452.4 million for the three months ended March 31, 2012 compared to \$423.8 million for the three months ended March 31, 2011. Diluted earnings per share increased 8% to \$0.92 for the three months ended March 31, 2012 compared to \$0.85 for the three months ended March 31, 2011.

Net earnings increased \$117.7 million, or 12%, to \$1,130.1 million for the nine months ended March 31, 2012 compared to \$1,012.4 million for the nine months ended March 31, 2011 and includes an after-tax gain on sale of assets of \$41.2 million. Diluted earnings per share increased 13% to \$2.29 for the nine months ended March 31, 2012 compared to \$2.03 for the nine months ended March 31, 2011.

For both the three and nine month periods ended March 31, 2012, the increase in diluted earnings per share reflects the increase in net earnings and the impact of fewer shares outstanding as a result of the repurchase of approximately 8.2 million shares during the nine months ended March 31, 2012 and the repurchase of 14.2 million shares in the fiscal year ended June 30, 2011.

The following table reconciles our results for the nine months ended March 31, 2012 to adjusted results that exclude the sale of assets related to rights and obligations to resell a third-party expense management platform. We use certain adjusted results, among other measures, to evaluate our operating performance in the absence of certain items and for planning and forecasting of future periods. We believe that the adjusted results provide relevant and useful information for investors because it allows investors to view performance in a manner similar to the method used by us and improves our ability to understand our operating performance. Since adjusted earnings and adjusted diluted EPS are not measures of performance calculated in accordance with U.S. GAAP, they should not be considered in isolation of, or as a substitute for, earnings and diluted EPS and they may not be comparable to similarly titled measures employed by other companies.

Although we have presented our results for the nine months ended March 31, 2012 adjusted to exclude the gain on the sale of assets discussed above, we do not expect this sale of assets to have a material impact on the results of our future operations.

	Nine months ended March 31, 2012			
	Earnings before income taxes	Provision for income taxes	Net earnings	Diluted EPS
As Reported	\$ 1,724.6	\$ 594.5	\$ 1,130.1	\$ 2.29
Less Adjustment:				
Gain on sale of assets	66.0	24.8	41.2	0.08
As Adjusted	<u>\$ 1,658.6</u>	<u>\$ 569.7</u>	<u>\$ 1,088.9</u>	<u>\$ 2.21</u>

Net earnings, as adjusted, increased \$76.5 million, or 8% to \$1,088.9 million, for the nine months ended March 31, 2012, from \$1,012.4 million, as reported, for the nine months ended March 31, 2011, and the related diluted earnings per share, as adjusted, increased 9.0%, to \$2.21 for the nine months ended March 31, 2012. The increase in diluted earnings per share, as adjusted, for the nine months ended March 31, 2012 reflects the impact of fewer shares outstanding due to the repurchase of approximately 8.2 million shares during the nine months ended March 31, 2012 and the repurchase of 14.2 million shares in the fiscal year ended June 30, 2011.

## Analysis of Reportable Segments

	Revenues							
	Three Months Ended March 31,				Nine Months Ended March 31,			
	2012	2011	\$ Change	% Change	2012	2011	\$ Change	% Change
Employer Services	\$ 2,108.6	\$ 1,973.5	\$ 135.1	7%	\$ 5,686.1	\$ 5,280.0	\$ 406.1	8%
PEO Services	513.7	447.8	65.9	15%	1,328.1	1,147.3	180.8	16%
Dealer Services	431.9	402.0	29.9	7%	1,252.3	1,134.2	118.1	10%
Other	0.9	3.7	(2.8)		4.9	10.1	(5.2)	
Reconciling items:								
Foreign exchange	(23.9)	(10.8)	(13.1)		(29.0)	(56.0)	27.0	
Client fund interest	(108.1)	(78.9)	(29.2)		(213.8)	(143.2)	(70.6)	
<b>Total</b>	<b>\$ 2,923.1</b>	<b>\$ 2,737.3</b>	<b>\$ 185.8</b>	<b>7%</b>	<b>\$ 8,028.6</b>	<b>\$ 7,372.4</b>	<b>\$ 656.2</b>	<b>9%</b>

	Earnings before Income Taxes							
	Three Months Ended March 31,				Nine Months Ended March 31,			
	2012	2011	\$ Change	% Change	2012	2011	\$ Change	% Change
Employer Services	\$ 699.4	\$ 653.7	\$ 45.7	7%	\$ 1,556.4	\$ 1,474.1	\$ 82.3	6%
PEO Services	45.9	37.8	8.1	21%	124.8	101.8	23.0	23%
Dealer Services	77.7	67.4	10.3	15%	211.3	174.6	36.7	21%
Other	(62.0)	(57.4)	(4.6)		(48.1)	(111.1)	63.0	
Reconciling items:								
Foreign exchange	(0.5)	0.1	(0.6)		0.2	(7.6)	7.8	
Client fund interest	(108.1)	(78.9)	(29.2)		(213.8)	(143.2)	(70.6)	
Cost of capital charge	33.2	30.3	2.9		93.8	85.4	8.4	
<b>Total</b>	<b>\$ 685.6</b>	<b>\$ 653.0</b>	<b>\$ 32.6</b>	<b>5%</b>	<b>\$ 1,724.6</b>	<b>\$ 1,574.0</b>	<b>\$ 150.6</b>	<b>10%</b>

The prior year's reportable segment revenues and earnings before income taxes have been adjusted to reflect updated fiscal 2012 budgeted foreign exchange rates. This adjustment is made for management purposes so that the reportable segments' revenues are presented on a consistent basis without the impact of changes in foreign currency exchange rates. This adjustment is a reconciling item to revenues and earnings before income taxes and is eliminated in consolidation.

Certain revenues and expenses are charged to the reportable segments at a standard rate for management reasons. Other costs are charged to the reportable segments based on management's responsibility for the applicable costs. The primary components of the "Other" segment are the results of operations of ADP Indemnity (a wholly-owned captive insurance company that provides workers' compensation and employer's liability deductible reimbursement insurance protection for PEO Services worksite employees), non-recurring gains and losses, miscellaneous processing services, such as customer financing transactions, and certain expenses that have not been charged to the reportable segments, such as stock-based compensation expense.

In addition, the reconciling items include an adjustment for the difference between actual interest income earned on invested funds held for clients and interest credited to Employer Services and PEO Services at a standard rate of 4.5%. This allocation is made for management reasons so that the reportable segments' results are presented on a consistent basis without the impact of fluctuations in interest rates. This allocation is a reconciling item to our reportable segments' revenues and earnings before income taxes and is eliminated in consolidation.

Finally, the reportable segments' results also include a cost of capital charge related to the funding of acquisitions and other investments. This charge is a reconciling item to earnings before income taxes and is eliminated in consolidation.

## **Employer Services**

### Revenues

Employer Services' revenues increased \$135.1 million, or 7%, to \$2,108.6 million for the three months ended March 31, 2012 as compared to the three months ended March 31, 2011. Revenues for our Employer Services business would have increased approximately 6% without the impact of acquisitions and revenues pertaining to the sale of assets related to rights and obligations to resell a third-party expense management platform. Revenues increased due to new business started during the third quarter from new business sales growth, an increase in the number of employees on our clients' payrolls, and the impact of price increases. Our worldwide client revenue retention rate for the three months ended March 31, 2012 improved slightly as compared to our rate for the three months ended March 31, 2011. Pays per control, which represents the number of employees on our clients' payrolls as measured on a same-store-sales basis utilizing a representative subset of payrolls ranging from small to large businesses that are reflective of a broad range of U.S. geographic regions, increased 3.3% for the three months ended March 31, 2012.

Employer Services' revenues increased \$406.1 million, or 8%, to \$5,686.1 million for the nine months ended March 31, 2012 as compared to the nine months ended March 31, 2011. Revenues for our Employer Services business would have increased approximately 6% without the impact of acquisitions and revenues pertaining to the sale of assets related to rights and obligations to resell a third-party expense management platform. Revenues increased due to new business started during the first nine months from new business sales growth, an increase in the number of employees on our clients' payrolls, and the impact of price increases. Our worldwide client revenue retention rate for the nine months ended March 31, 2012 decreased slightly as compared to our rate for the nine months ended March 31, 2011. Pays per control, which represents the number of employees on our clients' payrolls as measured on a same-store-sales basis utilizing a representative subset of payrolls ranging from small to large businesses that are reflective of a broad range of U.S. geographic regions, increased 2.9% for the nine months ended March 31, 2012.

### Earnings before Income Taxes

Employer Services' earnings before income taxes increased \$45.7 million, or 7%, to \$699.4 million for the three months ended March 31, 2012 as compared to the three months ended March 31, 2011. The increase was due to the increase in revenues of \$135.1 million discussed above, which was partially offset by an increase in expenses of \$89.4 million. In addition to an increase in expenses related to increased revenues, expenses increased for the three months ended March 31, 2012 due to increases in sales headcount and labor-related costs over the same period prior year levels coupled with the effects of acquisitions. Overall margin was 33.2% for the three months ended March 31, 2012 as compared to 33.1% for the three months ended March 31, 2011, with approximately 90 basis points of margin decline attributable to acquisitions.

Employer Services' earnings before income taxes increased \$82.3 million, or 6%, to \$1,556.4 million for the nine months ended March 31, 2012 as compared to the nine months ended March 31, 2011. The increase was due to the increase in revenues of \$406.1 million discussed above, which was partially offset by an increase in expenses of \$323.8 million. In addition to an increase in expenses related to increased revenues, expenses increased for the nine months ended March 31, 2012 due to increases in sales headcount and labor-related costs over the same period prior year levels coupled with the effects

of acquisitions. Overall margin decreased approximately 50 basis points from 27.9% to 27.4% for the nine months ended March 31, 2012 as compared to the nine months ended March 31, 2011, with approximately 80 basis points of margin decline attributable to acquisitions.

## **PEO Services**

### Revenues

PEO Services' revenues increased \$65.9 million, or 15%, to \$513.7 million for the three months ended March 31, 2012, as compared to the three months ended March 31, 2011. Such revenues include pass-through costs of \$403.5 million for the three months ended March 31, 2012 and \$349.6 million for the three months ended March 31, 2011 associated with benefits coverage, workers' compensation coverage, and state unemployment taxes for worksite employees. The increase in revenues was due to an 11% increase in the average number of worksite employees, resulting from an increase in the number of new clients and growth in our existing clients.

PEO Services' revenues increased \$180.8 million, or 16%, to \$1,328.1 million for the nine months ended March 31, 2012, as compared to the nine months ended March 31, 2011. Such revenues include pass-through costs of \$1,026.6 million for the nine months ended March 31, 2012 and \$880.3 million for the nine months ended March 31, 2011. The increase in revenues was due to a 13% increase in the average number of worksite employees, resulting from an increase in the number of new clients and growth in our existing clients.

### Earnings before Income Taxes

PEO Services' earnings before income taxes increased \$8.1 million, or 21%, to \$45.9 million for the three months ended March 31, 2012, as compared to the three months ended March 31, 2011. Earnings before income taxes increased due to growth in earnings related to the increase in the average number of worksite employees. Overall margin increased approximately 50 basis points to 8.9% for the three months ended March 31, 2012 from 8.4% for the three months ended March 31, 2011, resulting from a higher average number of worksite employees.

PEO Services' earnings before income taxes increased \$23.0 million, or 23%, to \$124.8 million for the nine months ended March 31, 2012, as compared to the nine months ended March 31, 2011. Earnings before income taxes increased due to growth in earnings related to the increase in the average number of worksite employees. Overall margin increased approximately 50 basis points to 9.4% for the nine months ended March 31, 2012 from 8.9% for the nine months ended March 31, 2011 resulting from a higher average number of worksite employees.

## **Dealer Services**

### Revenues

Dealer Services' revenues increased \$29.9 million, or 7%, to \$431.9 million for the three months ended March 31, 2012 as compared to the three months ended March 31, 2011. Revenues increased due to new clients, improved client retention, growth in our key products, and the impact of price increases during the three months ended March 31, 2012, as compared to the three months ended March 31, 2011. Revenues for our Dealer Services business would have increased approximately 6% for the three months ended March 31, 2012 without the impact of acquisitions. The growth in our key products included increased users of our Front Office Solutions, including our customer relationship management ("CRM") solutions, growth in our Drive Product (DMS) and hosted IP telephony, as well as an increase in credit report and vehicle registration transaction revenues and an increase in Data Services.

Dealer Services' revenues increased \$118.1 million, or 10%, to \$1,252.3 million for the nine months ended March 31, 2012 as compared to the nine months ended March 31, 2011. Dealer Services acquisitions made over the prior twelve months, including Cobalt, increased revenues \$49.8 million for the nine months ended March 31, 2012 as compared to the nine months ended March 31, 2011. Revenues for our Dealer Services business would have increased approximately 6% for the nine months ended March 31, 2012 without the impact of acquisitions. Revenues without acquisitions increased \$68.3 million due to new clients, improved client retention, and growth in our key products during the nine months ended March 31, 2012, as compared to the nine months ended March 31, 2011. The growth in our key products included increased users of our Front Office Solutions, including our CRM solutions, growth in our Drive Product (DMS) and hosted IP telephony as well as an increase in credit report and vehicle registration transaction revenues and increased activity in Digital Marketing Solutions and Data Services.

#### Earnings before Income Taxes

Dealer Services' earnings before income taxes increased \$10.3 million, or 15%, to \$77.7 million for the three months ended March 31, 2012, as compared to the three months ended March 31, 2011. The increase was due to the increase in revenues of \$29.9 million discussed above and was partially offset by higher operating expenses related to implementing and servicing new clients and products. Overall margin increased approximately 120 basis points from 16.8% to 18.0% for the three months ended March 31, 2012, as compared to the three months ended March 31, 2011.

Dealer Services' earnings before income taxes increased \$36.7 million, or 21%, to \$211.3 million for the nine months ended March 31, 2012, as compared to the nine months ended March 31, 2011. The increase was due to the increase in revenues of \$118.1 million discussed above and was partially offset by higher operating expenses related to implementing and servicing new clients and products. Overall margin increased approximately 150 basis points from 15.4% to 16.9% for the nine months ended March 31, 2012, as compared to the nine months ended March 31, 2011, which includes approximately 30 basis points of margin decrease related to acquisitions. In addition, overall margin increased approximately 60 basis points due to acquisition-related costs incurred during the nine months ended March 31, 2011 related to our acquisition of Cobalt in the prior year.

#### **FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES**

At March 31, 2012, cash and marketable securities were \$1,789.9 million, stockholders' equity was \$6,456.6 million, and the ratio of long-term debt-to-equity was 0.3%. Working capital before funds held for clients and client funds obligations was \$1,499.7 million, as compared to \$1,252.2 million at June 30, 2011. The increase was primarily due to an increase in cash and cash equivalents together with a decrease in accrued payroll and payroll related expenses partially offset by an increase in income taxes payable.

Our principal sources of liquidity for operations are derived from cash generated through operations and through corporate cash and marketable securities on hand. We continued to generate positive cash flows from operations during the nine months ended March 31, 2012, and we held approximately \$1.8 billion of cash and marketable securities at March 31, 2012. We also have the ability to generate cash through our financing arrangements under our U.S. short-term commercial paper program and our U.S. and Canadian short-term reverse repurchase agreements to meet short-term funding requirements related to client funds obligations.

Net cash flows provided by operating activities were \$1,411.1 million for the nine months ended March 31, 2012, as compared to \$1,220.3 million for the nine months ended March 31, 2011. The increase in

net cash flows provided by operating activities was due to higher net earnings, lower pension plan contributions of \$75.2 million and a favorable change in the net components of working capital, partially offset by a variance in the timing of tax-related net cash payments of \$77.2 million.

Net cash flows used in investing activities were \$5,014.8 million for the nine months ended March 31, 2012, as compared to \$14,634.8 million for the nine months ended March 31, 2011. The net decrease in cash used in investing activities is due to the timing of receipts and disbursements of restricted cash and cash equivalents held to satisfy client funds obligations and a decrease of \$574.9 million related to cash used for business acquisitions and an increase of \$52.9 million in cash receipts related to the sale of property, plant and equipment and other assets.

Net cash flows provided by financing activities were \$3,903.7 million for the nine months ended March 31, 2012 as compared to \$13,335.8 million for the nine months ended March 31, 2011. The decrease was due to the net change in client funds obligations of \$9,022.4 million as a result of the timing of cash received and payments made related to client funds and an increase in the cash used for repurchases of common stock. We purchased approximately 8.2 million shares of our common stock at an average price per share of \$49.59 during the nine months ended March 31, 2012 compared to purchases of 3.8 million shares at an average price per share of \$45.71 during the nine months ended March 31, 2011. From time to time, the Company may repurchase shares of its common stock under its authorized share repurchase programs. The Company considers several factors in determining when to execute share repurchases, including, among other things, actual and potential acquisition activity, cash balances and cash flows, issuances due to employee benefit plan activity, and market conditions.

Our U.S. short-term funding requirements related to client funds are sometimes obtained through a short-term commercial paper program, which provides for the issuance of up to \$6.75 billion in aggregate maturity value of commercial paper. Our commercial paper program is rated A-1+ by Standard and Poor's and Prime-1 by Moody's. These ratings denote the highest quality commercial paper securities. Maturities of commercial paper can range from overnight to up to 364 days. For the three months ended March 31, 2012 and 2011, the Company's average borrowings were \$0.5 billion and \$0.6 billion, respectively, at weighted average interest rates of 0.1% and 0.2%, respectively. For the nine months ended March 31, 2012 and 2011, the Company's average borrowings were \$2.3 billion and \$1.7 billion, respectively, at weighted average interest rates of 0.1% and 0.2%, respectively. The weighted average maturity of the Company's commercial paper during each of the three months and nine months ended March 31, 2012 approximated one day and two days, respectively. We have successfully borrowed through the use of our commercial paper program on an as needed basis to meet short-term funding requirements related to client funds obligations. At March 31, 2012 and June 30, 2011 we had no outstanding obligations under our short-term commercial paper program.

Our U.S. and Canadian short-term funding requirements related to client funds obligations are sometimes obtained on a secured basis through the use of reverse repurchase agreements, which are collateralized principally by government and government agency securities. These agreements generally have terms ranging from overnight to up to five business days. We have \$2.0 billion available to us on a committed basis under these reverse repurchase agreements. For the three months ended March 31, 2012 and 2011, the Company had average outstanding balances under reverse repurchase agreements of \$139.9 million and \$160.3 million, respectively, at weighted average interest rates of 1.0% and 0.8%, respectively. For the nine months ended March 31, 2012 and 2011, the Company had average outstanding balances under reverse repurchase agreements of \$303.3 million and \$439.0 million, respectively, at weighted average interest rates of 0.6% and 0.5%, respectively. We have successfully borrowed through the use of reverse repurchase agreements on an as needed basis to meet short-term funding requirements related to client funds obligations. At March 31, 2012 and June 30, 2011 we had no outstanding obligations under reverse repurchase agreements.

We have a \$2.0 billion, 364-day credit agreement with a group of lenders that matures in June 2012. In addition, we have a four-year \$3.25 billion credit facility maturing in June 2015 that contains an accordion feature under which the aggregate commitment can be increased by \$500.0 million, subject to the availability of additional commitments. We also have an existing \$1.5 billion three-year credit facility that matures in June 2013 that also contains an accordion feature under which the aggregate commitment can be increased by \$500.0 million, subject to the availability of additional commitments. The interest rate applicable to committed borrowings is tied to LIBOR, the federal funds effective rate, or the prime rate depending on the notification provided by the Company to the syndicated financial institutions prior to borrowing. The Company is also required to pay facility fees on the credit agreements. The primary uses of the credit facilities are to provide liquidity to the commercial paper program and funding for general corporate purposes, if necessary. We had no borrowings through March 31, 2012 under the credit agreements. We believe that we currently meet all conditions set forth in the revolving credit agreements to borrow thereunder, and we are not aware of any conditions that would prevent us from borrowing part or all of the \$6.75 billion available to us under the revolving credit agreements.

Our investment portfolio does not contain any asset-backed securities with underlying collateral of subprime mortgages, alternative-A mortgages, sub-prime auto loans or sub-prime home equity loans, collateralized debt obligations, collateralized loan obligations, credit default swaps, asset-backed commercial paper, derivatives, auction rate securities, structured investment vehicles or non-investment grade fixed-income securities. Furthermore, we do not hold direct investments in sovereign debt issued by Greece, Ireland, Italy, Portugal, or Spain. We own AAA rated senior tranches of fixed rate credit card, rate reduction, auto loan and other asset-backed securities, secured predominately by prime collateral. All collateral on asset-backed securities is performing as expected. In addition, we own senior debt directly issued by Federal Home Loan Banks, Federal Farm Credit Banks, Federal Home Loan Mortgage Corporation ("Freddie Mac") and Federal National Mortgage Association ("Fannie Mae"). We do not own subordinated debt, preferred stock or common stock of any of these agencies. We do own mortgage-backed securities, which represent an undivided beneficial ownership interest in a group or pool of one or more residential mortgages. These securities are collateralized by the cash flows of 15-year and 30-year residential mortgages and are guaranteed by Fannie Mae and Freddie Mac as to the timely payment of principal and interest. Our client funds investment strategy is structured to allow us to average our way through an interest rate cycle by laddering the maturities of our investments out to five years (in the case of the extended portfolio) and out to ten years (in the case of the long portfolio). This investment strategy is supported by our short-term financing arrangements necessary to satisfy short-term funding requirements relating to client funds obligations.

Capital expenditures for the nine months ended March 31, 2012 were \$104.2 million. Capital expenditures for the fiscal year ending June 30, 2012 are expected to be between \$160.0 million and \$180.0 million as compared to \$184.8 million in the fiscal year ended June 30, 2011.

In the normal course of business, we enter into contracts in which we make representations and warranties that relate to the performance of our services and products. We do not expect any material losses related to such representations and warranties.

### **Quantitative and Qualitative Disclosures about Market Risk**

Our overall investment portfolio is comprised of corporate investments (cash and cash equivalents, short-term marketable securities, and long-term marketable securities) and client funds assets (funds that have been collected from clients but not yet remitted to the applicable tax authorities or client employees).

Our corporate investments are invested in cash and cash equivalents and highly liquid, investment-grade marketable securities. These assets are available for repurchases of common stock for treasury and/or acquisitions, as well as other corporate operating purposes. All of our short-term and long-term fixed-income securities are classified as available-for-sale securities.

Our client funds assets are invested with safety of principal, liquidity, and diversification as the primary goals. Consistent with those goals, we also seek to maximize interest income and to minimize the volatility of interest income. Client funds assets are invested in highly liquid, investment-grade marketable securities, with a maximum maturity of 10 years at the time of purchase and money market securities and other cash equivalents. At March 31, 2012, approximately 91% of the available-for-sale securities categorized as U.S. Treasury and direct obligations of U.S. government agencies were invested in senior, unsecured, non-callable debt directly issued by the Federal Home Loan Banks, Federal Farm Credit Banks, Freddie Mac and Fannie Mae.

We utilize a strategy by which we extend the maturities of our investment portfolio for funds held for clients and employ short-term financing arrangements to satisfy our short-term funding requirements related to client funds obligations. Our client funds investment strategy is structured to allow us to average our way through an interest rate cycle by laddering the maturities of our investments out to five years (in the case of the extended portfolio) and out to ten years (in the case of the long portfolio). As part of our client funds investment strategy, we use the daily collection of funds from our clients to satisfy other unrelated client funds obligations, rather than liquidating previously-collected client funds that have already been invested in available-for-sale securities. We minimize the risk of not having funds collected from a client available at the time such client's obligation becomes due by impounding, in virtually all instances, the client's funds in advance of the timing of payment of such client's obligation. As a result of this practice, we have consistently maintained the required level of client funds assets to satisfy all of our obligations.

There are inherent risks and uncertainties involving our investment strategy relating to our client funds assets. Such risks include liquidity risk, including the risk associated with our ability to liquidate, if necessary, our available-for-sale securities in a timely manner in order to satisfy our client funds obligations. However, our investments are made with the safety of principal, liquidity, and diversification as the primary goals to minimize the risk of not having sufficient funds to satisfy all of our client funds obligations. We also believe we have significantly reduced the risk of not having sufficient funds to satisfy our client funds obligations by consistently maintaining access to other sources of liquidity, including our corporate cash balances, available borrowings under our \$6.75 billion commercial paper program (rated A-1+ by Standard and Poor's and Prime-1 (P1) by Moody's, the highest possible credit rating), our ability to execute reverse repurchase transactions (\$2.0 billion of which is available on a committed basis) and available borrowings under our \$6.75 billion committed revolving credit facilities. However, the availability of financing during periods of economic turmoil, even to borrowers with the highest credit ratings, may limit our ability to access short-term debt markets to meet the liquidity needs of our business. In addition to liquidity risk, our investments are subject to interest rate risk and credit risk, as discussed below.

We have established credit quality, maturity, and exposure limits for our investments. The minimum allowed credit rating at time of purchase for corporate bonds is BBB and for asset-backed and commercial mortgage-backed securities is AAA, except for U.S. government agency issued commercial mortgage-backed securities for which the minimum allowed credit rating is AA. The maximum maturity at time of purchase for BBB rated securities is 5 years, for single A rated securities is 7 years, and for AA rated and AAA rated securities is 10 years. Commercial paper must be rated A1/P1 and, for time deposits, banks must have a Financial Strength Rating of C or better.

Details regarding our overall investment portfolio are as follows:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2012	2011	2012	2011
<b>Average investment balances at cost:</b>				
Corporate investments	\$ 2,266.3	\$ 2,177.1	\$ 3,995.5	\$ 3,472.5
Funds held for clients	21,712.4	20,629.5	17,466.2	16,336.0
Total	<u>\$ 23,978.7</u>	<u>\$ 22,806.6</u>	<u>\$ 21,461.7</u>	<u>\$ 19,808.5</u>

<b>Average interest rates earned exclusive of realized gains/(losses) on:</b>				
Corporate investments	1.5%	1.8%	2.2%	2.6%
Funds held for clients	2.5%	2.9%	2.8%	3.3%
Total	2.4%	2.8%	2.7%	3.2%

Realized gains on available-for-sale securities	\$ 4.0	\$ 5.4	\$ 23.2	\$ 23.0
Realized losses on available-for-sale securities	(0.4)	(1.0)	(7.4)	(3.3)
Net realized gains on available-for-sale securities	<u>\$ 3.6</u>	<u>\$ 4.4</u>	<u>\$ 15.8</u>	<u>\$ 19.7</u>

	March 31, 2012	June 30, 2011
Net unrealized pre-tax gains on available-for-sale securities	\$ 660.0	\$ 570.9
Total available-for-sale securities at fair value	\$ 17,718.9	\$ 16,927.5

We are exposed to interest rate risk in relation to securities that mature, as the proceeds from maturing securities are reinvested. Factors that influence the earnings impact of the interest rate changes include, among others, the amount of invested funds and the overall portfolio mix between short-term and long-term investments. This mix varies during the fiscal year and is impacted by daily interest rate changes. The annualized interest rates earned on our entire portfolio decreased 40 basis points, from 2.8% for the three months ended March 31, 2011 to 2.4% for the three months ended March 31, 2012 and decreased 50 basis points, from 3.2% for the nine months ended March 31, 2011 to 2.7% for the nine months ended March 31, 2012. A hypothetical change in both short-term interest rates (e.g., overnight interest rates or the federal funds rate) and intermediate-term interest rates of 25 basis points applied to the estimated average investment balances and any related short-term borrowings would result in approximately a \$11 million impact to earnings before income taxes over the ensuing twelve-month period ending March 31, 2013. A hypothetical change in only short-term interest rates of 25 basis points applied to the estimated average short-term investment balances and any related short-term borrowings would result in approximately a \$5 million impact to earnings before income taxes over the ensuing twelve-month period ending March 31, 2013.

We are exposed to credit risk in connection with our available-for-sale securities through the possible inability of the borrowers to meet the terms of the securities. We limited credit risk by investing in investment-grade securities, primarily AAA and AA rated securities, as rated by Moody's, Standard & Poor's, and for Canadian securities, Dominion Bond Rating Service. Approximately 85% of our available-for-sale securities held a AAA or AA rating at March 31, 2012. In addition, we limit amounts that can be invested in any security other than U.S. and Canadian government or government agency securities.

We operate and transact business in various foreign jurisdictions and are therefore exposed to market risk from changes in foreign currency exchange rates that could impact our consolidated results of operations, financial position or cash flows. We manage our exposure to these market risks through our

regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. We use derivative financial instruments as risk management tools and not for trading purposes.

We had no derivative financial instruments outstanding at March 31, 2012 or June 30, 2011.

### **New Accounting Pronouncements**

In January 2012, we adopted ASU 2011-03, "Transfers and Servicing (Topic 860): Reconsideration of Effective Control for Repurchase Agreements." ASU 2011-03 revises the criteria for assessing effective control for repurchase agreements and other agreements that both entitle and obligate a transferor to repurchase or redeem financial assets before their maturity. The determination of whether the transfer of a financial asset subject to a repurchase agreement is a sale is based, in part, on whether the entity maintains effective control over the financial asset. ASU 2011-03 removes from the assessment of effective control: the criterion requiring the transferor to have the ability to repurchase or redeem the financial asset on substantially the agreed terms, even in the event of default by the transferee, and the related requirement to demonstrate that the transferor possesses adequate collateral to fund substantially all the cost of purchasing replacement financial assets. The adoption of ASU 2011-03 did not have an impact on the Company's consolidated results of operations, financial condition, or cash flows.

In January 2012, we adopted ASU 2011-04, "Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs." ASU 2011-04 requires expansion of the disclosures required for Level 3 measurements of fair value and provides updates to the existing measurement guidance. The adoption of ASU 2011-04 did not have an impact on the Company's consolidated results of operations, financial condition, or cash flows.

In June 2011, the FASB issued ASU 2011-05, "Comprehensive Income (Topic 220): Presentation of Comprehensive Income." ASU 2011-05 requires entities to present net income and other comprehensive income in either a single continuous statement or in two separate, but consecutive, statements of net income and other comprehensive income. ASU 2011-05 is effective for fiscal years beginning after December 15, 2011 and early adoption is permitted. The adoption of ASU 2011-05 will not have an impact on our consolidated results of operations, financial condition, or cash flows.

In September 2011, the FASB issued ASU 2011-08, "Intangibles—Goodwill and Other (Topic 350): Testing Goodwill for Impairment". ASU 2011-08 amends the guidance in ASC 350-20 on testing goodwill for impairment. ASU 2011-08 permits an entity to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If it is concluded that the fair value of a reporting unit is less than its carrying value based upon the qualitative assessment, it is necessary to perform the currently prescribed two-step goodwill impairment test. ASU 2011-08 does not change how goodwill is calculated or assigned to reporting units, nor does it revise the requirement to test goodwill annually for impairment. ASU 2011-08 is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011 and early adoption is permitted. The adoption of ASU 2011-08 will not have an impact on our consolidated results of operations, financial condition, or cash flows.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

The information called for by this item is provided under the caption "Quantitative and Qualitative Disclosures about Market Risk" under Item 2 – Management's Discussion and Analysis of Financial Condition and Results of Operations.

#### **Item 4. Controls and Procedures .**

The Company carried out an evaluation, under the supervision and with the participation of the Company's management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the "evaluation"). Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Based on the evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of March 31, 2012 in ensuring that (i) information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure and (ii) such information is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission's rules and forms.

There were no changes in the Company's internal control over financial reporting that occurred during the three and nine months ended March 31, 2012 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

#### **PART II. OTHER INFORMATION**

Except as noted below, all other items are either inapplicable or would result in negative responses and, therefore, have been omitted.

##### **Item 1. Legal Proceedings.**

In the normal course of business, the Company is subject to various claims and litigation. While the outcome of any litigation is inherently unpredictable, the Company believes it has valid defenses with respect to the legal matters pending against it and the Company believes that the ultimate resolution of these matters will not have a material adverse impact on its financial condition, results of operations or cash flows.

##### **Item 1A. Risk Factors.**

There have been no material changes in our risk factors disclosed in Part 1, Item 1A, of our Annual Report on Form 10-K for the fiscal year ended June 30, 2011.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.  
Issuer Purchases of Equity Securities**

<u>Period</u>	<u>Total Number of Shares Purchased (1)</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of the Publicly Announced Common Stock Repurchase Plan (2)</u>	<u>Maximum Number of Shares that may yet be Purchased under the Common Stock Repurchase Plan (2)</u>
January 1, 2012 to January 31, 2012	157,650	\$ 55.12	145,000	43,191,351
February 1, 2012 to February 29, 2012	852,699	\$ 54.34	852,699	42,338,652
March 1, 2012 to March 31, 2012	<u>1,513,389</u>	\$ 54.92	<u>953,500</u>	41,385,152
Total	2,523,738		1,951,199	

(1) During the three months ended March 31, 2012, pursuant to the terms of the Company's restricted stock program, the Company made repurchases of 572,539 shares during January and March 2012 at the then market value of the shares in connection with the exercise by employees of their option under such program to satisfy certain tax withholding requirements through the delivery of shares to the Company instead of cash.

(2) The Company received the Board of Directors' approval to repurchase shares of our common stock as follows:

<u>Date of Approval</u>	<u>Shares</u>
March 2001	50 million
November 2002	35 million
November 2005	50 million
August 2006	50 million
August 2008	50 million
June 2011	35 million

There is no expiration date for the common stock repurchase plan.

**Item 6. Exhibits.**

Exhibit Number	<u>Exhibit</u>
10.1	Form of Stock Option Grant Agreement under the 2008 Omnibus Award Plan (Form for French Employees) for grants after January 26, 2012 (Management Compensatory Plan)
10.2	French Sub Plan under the 2008 Omnibus Award Plan effective as of January 26, 2012 (Management Compensatory Plan)
31.1	Certification by Carlos A. Rodriguez pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934
31.2	Certification by Christopher R. Reidy pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934
32.1	Certification by Carlos A. Rodriguez pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification by Christopher R. Reidy pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL instance document
101.SCH	XBRL taxonomy extension schema document
101.CAL	XBRL taxonomy extension calculation linkbase document
101.LAB	XBRL taxonomy label linkbase document
101.PRE	XBRL taxonomy extension presentation linkbase document
101.DEF	XBRL taxonomy extension definition linkbase document

**SIGNATURES**

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 thereunto duly authorized.

AUTOMATIC DATA PROCESSING, INC.  
(Registrant)

Date: May 4, 2012

/s/ Christopher R. Reidy  
Christopher R. Reidy

Chief Financial Officer  
(Title)



## AUTOMATIC DATA PROCESSING, INC. 2008 OMNIBUS AWARD PLAN

## STOCK OPTION GRANT AGREEMENT

(French Beneficiaries)

AUTOMATIC DATA PROCESSING, INC. (the "Company"), pursuant to the 2008 Omnibus Award Plan (the "Plan") and the French stock option sub plan dated January 26, 2012 appended hereto (the "French Sub Plan"), hereby irrevocably grants to [First Name][Last Name] (the "French Participant"), on [Date] (the "Date of Grant") [Number] Nonqualified Stock Options (as defined in the Plan) giving right to purchase Shares of the Company (the "French Options").

Each French Option gives the French Participant the right and option to purchase [Number] shares of the Common Stock, par value \$0.10 per share, of the Company subject to the restrictions, terms and conditions herein.

WHEREAS, the Compensation Committee (the "Committee") of the Board of Directors of the Company (the "Board") has determined that it would be in the best interests of the Company and its stockholders to grant the award of French Options provided for herein to the French Participant, on the specific terms and conditions described in this Stock Option Grant Agreement (this "Agreement").

NOW, THEREFORE, for and in consideration of the premises and the covenants of the parties contained in this Agreement, and for other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto, for themselves and their successors hereby agree as follows:

1. The French Options herein granted shall become exercisable in whole or in part as follows:
  - (a) Exercisable as to [Vesting 1] French Options on and after [Date 1];
  - (b) Exercisable as to an additional [Vesting 2] French Options on and after [Date 2];
  - (c) Exercisable as to an additional [Vesting 3] French Options on and after [Date 3]
  - (d) Exercisable in its entirety on and after [Date 4]; and
  - (e) Exercisable in its entirety (i) by the French Participant's estate within six months from the death of the French Participant, or (ii) in the event of total and permanent disability corresponding to the 2nd or the 3rd category of disabilities listed under Section L. 341-4 of the French social security code (a "Permanent Disability") of the French Participant.
  - (f) If the French Participant retires from the Company at any time following the first anniversary of this Agreement and at such time satisfies the Normal Retirement Criteria, the French Options herein granted shall continue to become exercisable as set forth in clauses (b) through (d) of this Section 1. The Normal Retirement Criteria will be satisfied if the French Participant shall (i) retire (and satisfy the Company's criteria for retirement at such time) from the Company or any of its subsidiaries, divisions or business units, as the case may be, (ii) be at least 55 years of age at the time of such retirement, and (iii) have at least ten credited years of service with the Company or its subsidiaries at the time of such retirement.
  - (g) If a French Participant who at the time of retirement satisfies the Normal Retirement Criteria subsequently dies or becomes subject to a Permanent Disability before such French Participant's French Options herein granted become exercisable in their entirety as set forth in clause (d) of this Section 1, the French Options herein granted shall become exercisable as set forth in clause (e) of this Section 1.
  - (h) If a French Participant who at the time of retirement satisfies the criteria set forth in Section 2(b)(iv) subsequently dies or becomes subject to a Permanent Disability before the expiration of 12 months after the retirement of the French Participant, such French Participant's French Options herein granted shall become exercisable as set forth in clause (e) of this Section 1.
  - (i) Except as provided in clauses (f) through (h) of this Section 1 or as the Committee may otherwise determine in its sole discretion in accordance with the French Sub Plan, no French Option herein granted shall become exercisable following termination of the French Participant's employment from the Company or any of its subsidiaries (and no French Option herein granted shall become exercisable following the Company's sale of the subsidiary, or the Company's or a subsidiary's sale of the division or business unit, that employs such French Participant).
2. The unexercised portion of the French Options herein granted shall automatically and without notice terminate and become null and void at the time of the earliest of the following to occur:
  - (a) the expiration of ten years from the date on which the French Option was granted;
  - (b) the expiration of 60 days from the date of termination of the French Participant's employment from the Company (including in connection with the sale of the subsidiary, division or business unit that employs such French Participant) or any of its subsidiaries; provided,

however, that

(i) if the French Participant's employment from the Company or any of its subsidiaries terminates because of Permanent Disability, the provisions of sub-paragraph (c) shall apply,

(ii) if the French Participant shall die during employment by the Company or any of its subsidiaries or during the 60-day period following the date of termination of such employment, the provisions of sub-paragraph (d) below shall apply,

(iii) if the French Participant shall retire and satisfy the Normal Retirement Criteria, the provisions of sub-paragraph (e) below shall apply, and

(iv) if the French Participant shall (I) retire (and satisfy the Company's criteria for retirement at such time) from the Company or any of its subsidiaries, divisions or business units, as the case may be, (II) be at least 55 years of age at the time of such retirement, and (III) have at least five (but less than ten) credited years of service with the Company and its subsidiaries at the time of such retirement, the provisions of sub-paragraph (f) below shall apply;

(c) if Section 2(b)(i) applies, (i) if the French Participant satisfied the Normal Retirement Criteria at the time of French Participant's Permanent Disability, the expiration of 36 months after termination of French Participant's employment from the Company or any of its subsidiaries because of Permanent Disability, or (ii) if the French Participant did not satisfy the Normal Retirement Criteria at the time of French Participant's Permanent Disability, the expiration of 12 months after termination of French Participant's employment from the Company or any of its subsidiaries because of Permanent Disability; provided, however, that if the French Participant shall die during the 36-month period specified in clause (i) of this Section 2(c) or the 12-month period specified in clause (ii) of this Section 2(c), as applicable, then the unexercised portion shall become null and void upon the expiration of 6 months after death of the French Participant;

(d) if Section 2(b)(ii) applies, the expiration of 6 months after death of the French Participant;

(e) if Section 2(b)(iii) applies, the expiration of 37 months after the retirement of the French Participant; provided, however, that if such French Participant shall die during the 37 month period following the date of such French Participant's retirement, then the unexercised portion shall become null and void on the expiration of 6 months after death of the French Participant; and

(f) if Section 2(b)(iv) applies, the expiration of 12 months after the retirement of the French Participant; provided, however, that if such French Participant shall die during the 12 month period following the date of such French Participant's retirement, then the unexercised portion shall become null and void on the expiration of 6 months after death of the French Participant.

3. For the avoidance of doubt, and notwithstanding any provision (or interpretation) of Section 2 to the contrary, the unexercised portion of the French Options herein granted shall automatically and without notice terminate and become null and void upon the expiration of ten years from the date of this Agreement.

4. The full price for each of the shares purchased pursuant to the French Options herein granted (the "French Exercise Price") shall be \$XX.XX.

5. Full payment for shares purchased by the French Participant shall be made at the time of the exercise of the French Options in whole or in part. No shares shall be transferred to the French Participant until full payment therefor has been made, and the French Participant shall have none of the rights of a shareholder with respect to any shares subject to the French Options until such shares shall have been transferred to the French Participant.

6. No French Option granted hereunder may be assigned, alienated, pledged, attached, sold or otherwise transferred or encumbered by a French Participant, and any such purported assignment, alienation, pledge, attachment, sale, transfer or encumbrance shall be void and unenforceable against the Company or an Affiliate; provided, however, that upon the French Participant's death, the French Options may be exercised by the French Participant's estate subject to the terms and conditions of Section 1 and Section 2.

7. The Shares resulting from the exercise of the French Options shall not be assigned, pledged, attached, sold or otherwise transferred or encumbered by the French Participant before the expiration of a 48-month period commencing on the Date of Grant; provided, however, that, in accordance with the terms of Section 91 ter of Annex 2 of the French tax code, the restriction in this Section 7 shall not be applicable in case of:

(i) Dismissal (licenciement) of the French Participant, if the French Options have been exercised no later than three months prior to the date of such Dismissal; or

(ii) Retirement imposed by the employer (mise à la retraite) of the French Participant, if the French Options have been exercised no later than three months prior to the date of Retirement of the French Participant; or

(iii) Permanent Disability of the French Participant; or

(iv) Death of the French Participant

8. The effectiveness of the French Options granted hereunder is conditioned upon the French Participant having executed and delivered to the Company a restrictive covenant, either (i) in connection with a previous stock option grant, or (ii) within six months from the date of this

Agreement, if such restrictive covenant is furnished herewith. If the Company has not received the restrictive covenant in accordance with the immediately preceding sentence, then this Agreement shall be terminable by the Company.

9. Pursuant to Article 17 of the French Sub Plan (“Administration of the French Sub Plan – Amendments”), the key terms and conditions of the French Options may be amended by the Committee after the Date of Grant only in accordance with French Law.

10. Notwithstanding anything to the contrary contained herein (and so long as the terms of this Section 10 are not deemed to result in a monetary sanction prohibited by Article L. 1331-2 of the French Labor Code) the French Options may be terminated and become null and void without consideration if the French Participant, as determined by the Committee in its sole discretion (i) engages in an activity that is in conflict with or adverse to the interests of the Company or any Affiliate, including but not limited to fraud or conduct contributing to any financial restatements or irregularities, or (ii) without the consent of the Company, while employed by the Company or any Affiliate, or after termination of such employment, violates a non-competition, non-solicitation or non-disclosure covenant or agreement between the French Participant and the Company or any Affiliate. If the French Participant engages in any activity referred to in the preceding sentence, the French Participant shall, at the sole discretion of the Committee, forfeit any gain realized in respect of the French Option granted hereunder (which gain shall be deemed to be an amount equal to the difference between the price for shares set forth in Section 4 above and the Fair Market Value (as defined in the Plan), on the applicable exercise date, of the shares of Common Stock (as defined in the Plan) of the Company delivered to the French Participant), and repay such gain to the Company.

11. The provisions of the French Sub Plan and the Plan are hereby incorporated herein by reference. Except as otherwise expressly set forth herein, this Agreement shall be construed in accordance with the applicable provisions of the French Sub Plan and the Plan, and any capitalized terms not otherwise defined in this Agreement shall have the definitions set forth in the French Sub Plan or the Plan, as the case may be.

The provisions of this Agreement shall take precedence over conflicting provisions of the French Sub Plan.

12. Any right of the Company contained in this Agreement may be waived in writing by the Committee provided that the waiver of this right is in accordance with French Law. No waiver of any right hereunder by any party shall operate as a waiver of any other right, or as a waiver of the same right with respect to any subsequent occasion for its exercise, or as a waiver of any right to damages. No waiver by any party of any breach of this Agreement shall be held to constitute a waiver of any other breach or a waiver of the continuation of the same breach.

13. The invalidity or unenforceability of any provision of this Agreement shall not affect the validity or enforceability of any other provision of this Agreement, and each other provision of this Agreement shall be severable and enforceable to the extent permitted by law.

Any provision of this Agreement in contradiction with French Law shall be void and automatically replaced by the applicable provisions under French Law.

14. The terms of this Agreement shall be binding upon and inure to the benefit of the Company, its successors and assigns, the French Participant and the beneficiaries, executors, administrators, heirs and successors of the French Participant.

15. This Agreement, the French Sub Plan, and the Plan contain the entire agreement and understanding of the parties hereto with respect to the subject matter contained herein and supersede all prior communications, representations and negotiations in respect thereto. No change, modification or waiver of any provision of this Agreement shall be valid unless the same be in writing and signed by the parties hereto, except for any changes permitted without consent of the French Participant under the French Sub Plan or the Plan.

16. Except to the extent this Agreement expressly provides for the application of French Law, this Agreement shall be construed and interpreted in accordance with the laws of the State of Delaware without regard to principles of conflicts of law thereof, or principles of conflicts of laws of any other jurisdiction which could cause the application of the laws of any jurisdiction other than the State of Delaware.

By: \_\_\_\_\_

[Name]

[Title]

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## AUTOMATIC DATA PROCESSING, INC.

## 2008 OMNIBUS AWARD PLAN

## FRENCH SUB PLAN

## 1. Scope

This French stock option sub plan (the “French Sub Plan”) is established pursuant to and in accordance with the Automatic Data Processing, Inc. 2008 Omnibus Award Plan (the “Plan”) as a Sub Plan defined in Article 1 of the Plan.

The purpose of the French Sub Plan is to ensure that the French Options (as defined below) comply with the relevant provisions of Articles L. 225-177 to L. 225-186-1 of the French Commercial Code, French labor law and Article 163 bis C of the French tax code and tax administrative guidelines published by the French tax authorities (in particular, D. adm. 4 N-2431 and BOI 5 F-1-09) (“French Law”).

The French Sub Plan is applicable to Awards granted to employees and corporate officers of the Company’s French direct or indirect subsidiaries. The French Sub Plan shall also apply to employees and corporate officers of the Company and of its non-French direct or indirect subsidiaries that have been granted Awards under the Plan if and when they become subject to French income tax.

Solely for purposes of this French Sub Plan, any provision of the Plan or of the French Sub Plan in contradiction with French Law shall be void and automatically replaced by the applicable provisions under French law.

Solely for purposes of this French Sub Plan, the provisions of this French Sub Plan shall take precedence over conflicting provisions of the Plan.

## 2. Definitions

Except as noted below, all capitalized terms not defined herein have the same meaning as such terms in the Plan.

“Closed Period” means any of the following periods if the Common Stock is listed on NYSE or NASDAQ or on any other similar regulated stock exchange as defined by French administrative guidelines 5 F-1-09 n. 24: (A) twenty (20) trading days after (i) the payment of a dividend; or (ii) an increase of share capital; (B) the period of ten (10) trading days preceding and following the disclosure to the public of the consolidated financial statements of the Company; or (C) the period as from the date the management of the Company (including the Board members) are aware of information which could, in the case it would be disclosed to the public, significantly impact the market price of the Shares, until ten (10) trading days after the date such information is disclosed to the public.

“Date of Exercise” shall mean the date of exercise of French Options by a French Participant, which shall not occur earlier than the end of the Vesting Period;

“French Effective Date” shall have the meaning ascribed to it in Section 16 below;

“French Eligible Employee” shall have the meaning ascribed to it in Section 3 below;

“French Exercise Price” means:

(a) If the Common Stock is listed on NYSE or NASDAQ or on any other similar regulated stock exchange as defined by French administrative guidelines 5 F-1-09 n. 24: the higher of (i) the Exercise Price, (ii) 80% of the average of the closing trading prices of a Share during the twenty (20) trading days preceding the Date of Grant and (iii) 80% of the average purchase price of the treasury Shares held by the Company on the Date of Grant;

(b) If the Common Stock is not listed on NYSE or NASDAQ or on any other similar regulated stock exchange as defined by French administrative guidelines 5 F-1-09 n. 24 published by the French tax authorities: the exercise price shall be determined by the Committee in accordance with the objective methods applicable to the valuation of shares taking into account the Company's net asset position, profitability and business plan, applying a specific weighting in each case. Those criteria shall be assessed, if applicable, on a consolidated basis. Failing this, the exercise price shall be determined by dividing the net asset value by the number of Shares.

“French Law” shall have the meaning ascribed to it in Section 1 above;

“French Options” shall have the meaning ascribed to it in Section 4 below;

“French Participant” means a French Eligible Employee who has been granted French Options in accordance with the French Sub Plan;

“French Sub Plan” shall have the meaning ascribed to it in Section 1 above;

“French Subsidiaries” means Subsidiaries of the Company that are organized under the laws of France and the share capital of which is at least 10% held by the Company (directly or indirectly) at the Date of Grant;

“Share” shall mean a share of Common Stock;

“Vesting Period” shall have the meaning ascribed to it in Section 7 below.

### 3. French Eligible Employees

The beneficiaries of French Options (as defined below) (the “French Eligible Employees”) shall only be French Subsidiaries’ employees or corporate officers (mandataires sociaux as defined in Article L. 225-185 of the French Commercial Code) who do not hold individually more than 10% of the share capital of the Company at the Date of Grant.

### 4. French Options

This French Sub-Plan is applicable only to Nonqualified Stock Options giving right to purchase existing Shares of the Company (the “French Options”).

In particular, French Eligible Employees shall not receive under this French Sub-Plan Nonqualified Stock Options giving right to subscribe for new Shares, Incentive Stock Option, Stock Appreciation Right, Restricted Stock, Restricted Stock Unit, Other Stock-Based Award, Performance Compensation Award or Substitute Award.

The total number of French Options outstanding that have not been exercised shall at all times not represent more than one third of the share capital of the Company.

### 5. Date of Grant

The Date of Grant of the French Options shall not occur during a Closed Period.

### 6. French Exercise Price

The Exercise Price of the French Options shall be equal to the French Exercise Price.

The French Exercise Price (which is denominated in U.S. dollar) shall be paid by French Participants after conversion in Euro by application of the Euro/U.S. dollar daily exchange rate as published by the Banque de France on the Date of Exercise or, if no rate is available on that date, the first following daily rate published thereafter.

Article 7(d) of the Plan (“Method of Exercise and Form of Payment”) shall not be applicable to French Options.

### 7. Vesting Period

French Options shall vest and become exercisable in such manner and on such date or dates determined by the Committee and shall expire after such period, not to exceed ten years, as may be determined by the Committee (the “Option Period”), provided that the vesting shall not occur before the expiration of a 12-month period commencing on the Date of Grant (the “Vesting Period”).

Article 7 (c) of the Plan shall not be applicable to French Options.

### 8. Holding Period

French Participants shall not be subject to a holding period of the Shares purchased under the French Sub Plan exceeding three (3) years as from the Date of Exercise.

The Shares resulting from the grant of French Options shall not be assigned, alienated, pledged, attached, sold or otherwise transferred or encumbered by a Participant before the expiration of a 48-month period commencing on the Date of Grant.

### 9. Nontransferability

Article 14(b) of the Plan (“Nontransferability”) shall not be applicable to French Options.

No French Option shall be assigned, alienated, pledged, attached, sold or otherwise transferred or encumbered by a Participant other than in case a French Participant dies, in which case the French Participant’s estate will have six months from the date of the death of the French Participant to exercise the French Options granted to the deceased French Participant to the extent that any vesting conditions that may be provided for such French Options (other than the condition provided for in Article 7, which will not be applicable in the case of death of the Participant) are met before the end of such six-month period.

### 10. No change of Beneficiary

Article 14(g) of the Plan (“Designation and Change of Beneficiary”) shall not be applicable to French Options.

11. Clawback/Forfeiture

Article 14(j)(ii) of the Plan (“Government and other regulations”) shall not be applicable to French Options.

Article 14(u) of the Plan shall apply to French Options only to the extent the claw back/forfeiture provided for in such Article is not considered as a monetary sanction prohibited by Article L. 1331-2 of the French Labor Code.

12. Adjustments

Notwithstanding the provisions of Article 12 of the Plan, the Exercise Price and the number of French Options granted to French Eligible Employees shall not be modified once the French Options have been granted, except in cases which are authorized or compulsory under French Law.

The Exercise Price and the number of the Shares purchased under the French Sub Plan shall only be adjusted upon the occurrence of the events provided for under Article L. 225-181 of the French Commercial Code. Any such adjustments shall be made in accordance with French Law.

13. Availability of Shares

The Company shall at any time hold a number of treasury Shares in excess of the number of French Options that are exercisable pursuant to the French Sub Plan.

14. Registered form of the Shares

At the Date of Exercise, the Shares purchased by a French Participant shall be in registered form or booked by the Company in a specific securities personal account in the name of the French Participant.

15. Reporting requirements – French Subsidiaries

French Subsidiaries shall comply with the reporting requirements set forth by Article 91 bis of Annex II of the French Tax Code.

In particular, before February 15 of the year following the year of exercise of French Options by a French Participant, the relevant French Subsidiary shall send to the French Participant and to the French tax authorities an individual report providing for, in particular, the Date of Grant, the Date of Exercise, the number of Shares purchased by the French Participant, the French Exercise Price and, if the French Exercise Price is less than 95% of the average of the closing trading prices of a Share during the twenty (20) trading days preceding the Date of Grant or of the average purchase price of the treasury Shares held by the Company on the Date of Grant, the amount of the difference between (i) 95% of the higher of the average of the closing trading prices of a Share during the twenty (20) trading days preceding the Date of Grant and the average purchase price of the treasury Shares held by the Company on the Date of Grant and (ii) the French Exercise Price.

16. Effective Date – Duration of the French Sub Plan

The French Sub Plan shall be effective as of January 26, 2012 (the “French Effective Date”).

The expiration date of the French Sub Plan shall be the expiration date of the Plan, i.e. the tenth anniversary of the Effective Date. No French Options shall be granted under the French Sub Plan thereafter.

17. Administration of the French Sub Plan – Amendments

Article 4(b)(v), (vi), (ix) and (x) shall authorize the Committee to modify the key terms and conditions of the French Options after the Date of Grant, it being precised that the Committee shall have the sole and plenary authority after the Date of Grant to establish, amend, suspend, or waive any rules and regulations in accordance with French Law and appoint such agents as the Committee shall deem appropriate for the proper administration of the Plan.

Any amendment of this French Sub Plan made according to Articles 4 and 13 of the Plan shall be made in accordance with French Law.

18. Award Agreement

The Award Agreement described in Article 14(a) of the Plan shall in particular indicate (i) the number of French Options, (ii) the French Exercise Price and (iii) the Date of Grant.

19. Governing Law

The Sub Plan shall be governed by and construed in accordance with the internal laws of the State of Delaware.





**Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934**

I, Carlos A. Rodriguez, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Automatic Data Processing, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 4, /s/ Carlos A. Rodriguez  
2012

Carlos A. Rodriguez  
President and Chief Executive Officer

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**Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934**

I, Christopher R. Reidy, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Automatic Data Processing, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May    /s/ Christopher R. Reidy  
4, 2012

Christopher R. Reidy  
Chief Financial Officer

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**CERTIFICATION OF CHIEF EXECUTIVE OFFICER**

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Automatic Data Processing, Inc. (the "Company") on Form 10-Q for the fiscal quarter ended March 31, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Carlos A. Rodriguez, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Carlos A. Rodriguez  
Carlos A. Rodriguez  
President and Chief Executive Officer  
May 4, 2012

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**CERTIFICATION OF CHIEF FINANCIAL OFFICER**

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Automatic Data Processing, Inc. (the "Company") on Form 10-Q for the fiscal quarter ended March 31, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Christopher R. Reidy, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Christopher R. Reidy  
Christopher R. Reidy  
Chief Financial Officer  
May 4, 2012

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