

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public
Utility Holding Company Act of 1935 or Section 30(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * BRENNEMAN GREGORY D (Last) (First) (Middle) ONE ADP BOULEVARD (Street) ROSELAND, NJ 07068 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol AUTOMATIC DATA PROCESSING INC [ADP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/11/2011</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	3/11/2011		M		24693.0000	A	\$34.4525	41757.0000	D	
Common Stock	3/11/2011		M		13718.0000	A	\$44.0566	55475.0000	D	
Common Stock	3/11/2011		M		5487.0000	A	\$40.8901	60962.0000	D	
Common Stock	3/11/2011		M		5487.0000	A	\$35.7419	66449.0000	D	
Common Stock	3/11/2011		S		49385.0000	D	\$50.1862	17064.0000	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$34.4525	3/11/2011		M		24693.0000		8/11/2004	8/11/2013	Common Stock	24693.0000	\$34.4525	0.0000	D	
Stock Option (Right to Buy)	\$44.0566	3/11/2011		M		13718.0000		8/13/2002	8/12/2011	Common Stock	13718.0000	\$44.0566	0.0000	D	
Stock Option (Right to Buy)	\$40.8901	3/11/2011		M		5487.0000		11/9/2005	11/9/2014	Common Stock	5487.0000	\$40.8901	0.0000	D	
Stock Option (Right to Buy)	\$35.7419	3/11/2011		M		5487.0000		11/11/2007	11/11/2013	Common Stock	5487.0000	\$35.7419	0.0000	D	

Explanation of Responses:

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRENNEMAN GREGORY D ONE ADP BOULEVARD ROSELAND, NJ 07068	X			

Signatures

Michael A. Bonarti (POA on file)

3/14/2011

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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