Richison Chad R. Form 4 September 11, 2017

FORM 4

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

OMB APPROVAL

OMB
3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: 3235-0287 Expires: January 31, 2005

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Richison Chad R.			2. Issuer Name and Ticker or Trading Symbol Paycom Software, Inc. [PAYC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(and approximate)			
7501 W. MEMORIAL ROAD		OAD	(Month/Day/Year) 09/07/2017	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) See Remarks			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
OKLAHOMA CITY, OK 73142			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reportin Person			

(City)	(State)	(Zip) Tabl	le I - No	n-D	Perivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	08/30/2017		G	V	6,750	D	\$0	4,021,789 <u>(1)</u>	D	
Common Stock	09/07/2017		F		32,865 (2)	D	\$ 73.86	3,988,924 (3)	D	
Common Stock								3,670,999	I	By Ernest Group, Inc. (4)
Common Stock								229,135	I	By The Ruby Group, Inc. (5)

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	- !
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ite	Amou	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Ī
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired						1
					(A) or						1
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41	or		
						Exercisable	Date	Title	Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Richison Chad R.							
7501 W. MEMORIAL ROAD	X	X	See Remarks				
OKLAHOMA CITY, OK 73142							

Signatures

/s/ Chad R.
Richison

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 185,367 unvested shares of restricted stock.
- Represents shares of common stock of Paycom Software, Inc. (the "Issuer") withheld by the Issuer to satisfy tax withholding obligations (2) in connection with the vesting of 70,000 shares of restricted stock granted to the reporting person on October 4, 2016. No shares were issued or sold in this transaction.
- (3) Includes 115,367 unvested shares of restricted stock.
- (4) Represents shares of common stock owned by Ernest Group, Inc. ("Ernest Group"). The reporting person is the sole director of Ernest Group and Ernest Group is wholly owned by the reporting person and certain trusts for the reporting person's children, for which the

Reporting Owners 2

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reporting person serves as trustee. The reporting person may be deemed to beneficially own the shares of common stock owned by Ernest Group. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein. Neither the filing of this report nor anything herein shall be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose, the beneficial owner of such securities.

(5) Represents shares of common stock owned by The Ruby Group, Inc. ("Ruby Group"). The reporting person is the sole director and sole shareholder of Ruby Group and may be deemed to beneficially own the shares of common stock owned by Ruby Group.

Remarks:

President and Chief Executive Officer

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.