

Evans Jon
Form 4
April 17, 2019

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Evans Jon

(Last) (First) (Middle)

7501 W. MEMORIAL ROAD

(Street)

OKLAHOMA CITY, OK 73142

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/15/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Operating Officer

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/15/2019		F		355 ⁽¹⁾ D \$ 190.16	38,313 ⁽²⁾	D
Common Stock	04/16/2019		S ⁽³⁾		167 D \$ 187.8705	38,146 ⁽²⁾	D
Common Stock	04/16/2019		S ⁽³⁾		200 D \$ 190.255	37,946 ⁽²⁾	D
Common Stock	04/16/2019		S ⁽³⁾		1,406 D \$ 191.4411	36,540 ⁽²⁾	D
Common Stock	04/16/2019		S ⁽³⁾		600 D	35,940 ⁽²⁾	D

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Common Stock \$ 192,165
(7)

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Evans Jon 7501 W. MEMORIAL ROAD OKLAHOMA CITY, OK 73142			Chief Operating Officer	

Signatures

/s/ Jon D. Evans 04/17/2019
 **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) Represents shares of common stock of Paycom Software, Inc. (the "Issuer") withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting of 800 shares of restricted stock granted to the reporting person on April 15, 2016. No shares were issued or sold in this transaction.
 - (2) Includes 31,087 unvested shares of restricted stock.
 - (3)

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The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 14, 2018.

- (4) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$187.71 to \$188.11, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (5) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$189.81 to \$190.70, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (6) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$190.89 to \$191.86, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (7) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$191.95 to \$192.36, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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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