

Paycom Software, Inc.
 Form 4
 November 20, 2015

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 *
 Kerber William X. III

(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)
 11/18/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Information Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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 (D) Price | | | |
| Common Stock | 11/12/2015 | | G | V 65,000 (1) | D \$ 0 | 443,298 (2) | D |
| Common Stock | 11/12/2015 | | G | V 17,500 | A \$ 0 | 17,500 | I |
| Common Stock | 11/12/2015 | | G | V 17,500 | A \$ 0 | 17,500 | I |

By Abigale O. Kerber 2013 Irrevocable Trust u/a dated 07/24/2013 (3) (7)

By William X. Kerber

| | | | | | | | | |
|--------------|------------|-----|---------|---|----------|---------|---|--|
| Common Stock | 11/12/2015 | G V | 30,000 | A | \$ 0 | 30,000 | I | IV 2013 Irrevocable Trust u/a dated 07/24/2013 <u>(4) (7)</u> By Kerber Family 2015 Irrevocable Trust u/a dated 06/16/2015 <u>(5) (7)</u> |
| Common Stock | 11/18/2015 | S | 115,000 | D | \$ 41.75 | 449,877 | I | By WK-EGI, Inc. <u>(6) (7)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| Kerber William X. III 7501 W. MEMORIAL ROAD | Director 10% Owner Officer Chief Information Officer |

OKLAHOMA CITY, OK 73142

Signatures

/s/ William X.

Kerber III

11/20/2015

__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 the aggregate number of shares of common stock gifted by the reporting person to three irrevocable trusts for the benefit of his daughter, son and siblings, respectively. See footnotes 3, 4 and 5 below for additional information regarding these trusts.
- (2) Includes 144,791 shares of restricted stock.

Abigale O. Kerber 2013 Irrevocable Trust u/a dated 07/24/2013 (the "Abigale O. Kerber Trust") is an irrevocable trust for the benefit of
- (3) the reporting person's daughter, who shares the reporting person's household. Accordingly, the reporting person may be deemed to beneficially own the shares of common stock owned by the Abigale O. Kerber Trust.

William X. Kerber IV 2013 Irrevocable Trust u/a dated 07/24/2013 (the "William X. Kerber IV Trust") is an irrevocable trust for the
- (4) benefit of the reporting person's son, who shares the reporting person's household. Accordingly, the reporting person may be deemed to beneficially own the shares of common stock owned by the William X. Kerber IV Trust.

Kerber Family 2015 Irrevocable Trust u/a dated 06/16/2015 (the "Kerber Family Trust") is an irrevocable trust for the benefit of the
- (5) reporting person's five siblings. Although the reporting person is not the named trustee of the Kerber Family Trust, he may be deemed to have investment control over the shares of common stock through his role as the sole investment advisor for the Kerber Family Trust. Accordingly, the reporting person may be deemed to beneficially own the shares of common stock owned by the Kerber Family Trust
- (6) Represents shares of common stock owned by WK-EGI, Inc. ("WK-EGI"). The reporting person is the sole director of WK-EGI, and WK-EGI is owned by the reporting person and certain trusts for which the reporting person serves as trustee. The reporting person may be deemed to beneficially own the shares of common stock owned by WK-EGI.

The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein. Neither the
- (7) 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.

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.