AUTOMATIC DATA PROCESSING INC

FORM S-8
(Securities Registration: Employee Benefit Plan)

Filed 03/11/94

Address
ONE ADP BOULVARD
ROSELAND, NJ 07068

Telephone 9739747849
CIK 0000008670
Symbol ADP
SIC Code 7374 - Computer Processing and Data Preparation and Processing Services
Industry Business Services
Sector Services
Fiscal Year 06/30
FORM S-8
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933

AUTOMATIC DATA PROCESSING, INC.
(Exact name of registrant as specified in its charter)

Delaware                                             22-1467904
(State or other jurisdiction                       (I.R.S. Employer
of incorporation or organization                   Identification
Number)

One ADP Boulevard, Roseland, New Jersey 07068
(Address of Principal Executive Offices) (Zip Code)

KEY EMPLOYEES’ RESTRICTED STOCK PLAN
(Full title of the Plan)

James B. Benson
Vice President, General Counsel
and Assistant Secretary
Automatic Data Processing, Inc.
One ADP Boulevard
Roseland, New Jersey 07068
(Name and address of agent for services)

(201) 994-5000
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

<table>
<thead>
<tr>
<th>Title of securities to be registered</th>
<th>Amounts to be registered</th>
<th>Proposed maximum offering price per share*</th>
<th>Proposed maximum aggregate offering</th>
<th>Amount of registration fee</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock, par value $.10 per share</td>
<td>150,000 shares</td>
<td>$54.56</td>
<td>$8,184,000</td>
<td>$2,822.20</td>
</tr>
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</table>

* Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c), on the basis of $54.56, the average of the high and low prices for the Common Stock on the New York Stock Exchange on March 9, 1994.
INFORMATION OF EARLIER REGISTRATION BY REFERENCE

In accordance with General Instruction E to Form S-8, the contents of Registration Statements No. 33-25290 and 33-38338 on Form S-8 of Automatic Data Processing, Inc. (the "Company") which were filed with the Securities and Exchange Commission on November 7, 1988 and December 21, 1990, respectively, are incorporated herein by reference.

AMENDMENT TO PLAN

The Company's Key Employees' Restricted Stock Plan (the "Plan") was adopted by the Company's Board of Directors on June 25, 1969. The total number of shares allocated to the Plan, as amended on March 23, 1989 and January 21, 1991, is 1,968,040.

LEGAL OPINION

The validity of the shares of the Company's Common Stock being registered pursuant hereto has been passed upon by James B. Benson, Esq., Vice President and General Counsel of the Company. Mr. Benson, a full-time employee of the Company, beneficially owns 10,186 shares of the Company's Common Stock and holds options to purchase an additional 68,000 shares of Common Stock.

EXHIBITS

Exhibit No.

5 Opinion of Counsel

23(a) Consent of Deloitte and Touche

23(b) Consent of Counsel (included in Exhibit No. 5)

UNDERTAKINGS

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

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(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Roseland, State of New Jersey, on the 9th day of March, 1994.

AUTOMATIC DATA PROCESSING, INC.
(Registrant)

March 9, 1994

By /s/ Josh S. Weston
Josh S. Weston, Chairman and
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<table>
<thead>
<tr>
<th>Signature</th>
<th>Title</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>/s/ Josh S. Weston</td>
<td>Chairman of the Board and Director</td>
<td>March 9, 1994</td>
</tr>
<tr>
<td>(Josh S. Weston)</td>
<td>(Principal Executive Officer)</td>
<td></td>
</tr>
<tr>
<td>/s/ Fred D. Anderson, Jr.</td>
<td>Chief Financial Officer and Corporate Vice</td>
<td>March 9, 1994</td>
</tr>
<tr>
<td>(Fred D. Anderson, Jr.)</td>
<td>President (Principal Financial Officer)</td>
<td></td>
</tr>
<tr>
<td>/s/ Richard J. Haviland</td>
<td>Controller and Corporate Vice President</td>
<td>March 9, 1994</td>
</tr>
<tr>
<td>(Richard J. Haviland)</td>
<td></td>
<td></td>
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<tr>
<td>/s/ Joseph A. Califano, Jr.</td>
<td>Director</td>
<td>March 9, 1994</td>
</tr>
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<tr>
<td>/s/ Leon G. Cooperman</td>
<td>Director</td>
<td>March 9, 1994</td>
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<td></td>
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<tr>
<td>/s/ Edwin D. Etherington</td>
<td>Director</td>
<td>March 9, 1994</td>
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<tr>
<td>/s/ Ann Dibble Jordan</td>
<td>Director</td>
<td>March 9, 1994</td>
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<td></td>
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<tr>
<td>/s/ Harvey M. Krueger</td>
<td>Director</td>
<td>March 9, 1994</td>
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<tr>
<td>(Harvey M. Krueger)</td>
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<tr>
<td>Exhibit</td>
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March 9, 1994 Board of Directors
Automatic Data Processing, Inc.
One ADP Boulevard
Roseland, New Jersey 07068

Re: Automatic Data Processing, Inc. Registration Statement on Form S-8

(Key Employees' Restricted Stock Plan)

Gentlemen:

I have acted as counsel to Automatic Data Processing, Inc., a Delaware corporation (the "Company"), in connection with the registration by the Company of 150,000 shares of the Company's Common Stock, par value $.10 per share (the "Shares"), pursuant to the Company's Registration Statement on Form S-8 which is to be filed with the Securities and Exchange Commission on March 11, 1994 (the "Registration Statement").

In this connection, I have examined originals or copies, certified or otherwise identified to my satisfaction, of such corporate records, certificates and written and oral statements of officers and accountants of the Company and of public officials, and other documents that I have considered necessary and appropriate for this opinion and, based thereon, I advise you that, in my opinion:

1. The Company has been duly incorporated and is validly existing under the laws of the State of Delaware.

2. The Company has corporate authority to issue the Shares in the manner and under the terms set forth in the Registration Statement.

3. The Shares have been duly authorized and, when issued in accordance with the Company's Key Employees' Restricted Stock Plan referred to in the Registration Statement, will be validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement, to its use as part of the Registration Statement, and to the use of my name in the Registration Statement.

Very truly yours,

/s/ James B. Benson

James B. Benson General Counsel
INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Automatic Data Processing, Inc. on Form S-8 of our reports dated August 17, 1993, appearing in and incorporated by reference in the Annual Report on Form 10-K of Automatic Data Processing, Inc. for the year ended June 30, 1993.

DELOITTE & TOUCHE

New York, New York
March 9, 1994

March 11, 1994

Securities and Exchange Commission
450 Fifth Street, N.W.
Judiciary Plaza
Washington, D.C. 20549

Re: Registration Statement on Form S-8 for the Key Employees' Restricted Stock Plan of Automatic Data Processing, Inc.

Gentlemen:

We are hereby electronically filing via EDGAR, pursuant to Rule 402(c) of the Securities Act of 1933 and Rule 309(b) of Regulation S-T, a copy of the above Registration Statement on Form S-8, including all exhibits thereto. On the date hereof, a paper printout of this electronic filing is being mailed to the Securities and Exchange Commission (pursuant to Rule 901(d) of Regulation S-T) and to each of the stock exchanges on which Automatic Data Processing, Inc.'s securities are listed.

The requisite $2,822.20 filing fee, calculated in accordance with Rule 457(c) of the Securities Act of 1933, is being paid to the Securities and Exchange Commission on the date hereof via wire transfer to the U.S. Treasury designated lockbox depository at the Mellon Bank in Pittsburgh, Pennsylvania.

Very truly yours,

/s/ James B. Benson
James B. Benson
General Counsel/
Corporate Vice President

End of Filing