

AUTOMATIC DATA PROCESSING INC

Form 11-K

July 01, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549-1004

FORM 11-K

X ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2012

OR

\_\_\_ TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number(s): 333-110395, 333-75468, 333-90540 and 333-146565

AUTOMATIC DATA PROCESSING, INC.  
RETIREMENT AND SAVINGS PLAN  
(Full title of the plan and the address of the plan, if  
different from that of the issuer named below)

Automatic Data Processing, Inc.  
One ADP Boulevard, Roseland, New Jersey 07068  
(Name of issuer of the securities held pursuant to  
the plan and the address of its principal  
executive office)

Notices and communications from the Securities and Exchange Commission  
Relative to this report should be forwarded to:

Michael A. Bonarti  
Corporate Vice President, General Counsel and Secretary  
Automatic Data Processing, Inc.

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One ADP Boulevard  
Roseland, New Jersey 07068

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AUTOMATIC DATA PROCESSING, INC.  
RETIREMENT AND SAVINGS PLAN

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All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Trustees and Participants of  
Automatic Data Processing, Inc.  
Retirement and Savings Plan

We have audited the accompanying statements of net assets available for benefits of Automatic Data Processing, Inc. Retirement and Savings Plan (the "Plan") as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Automatic Data Processing, Inc. Retirement and Savings Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the year ended December 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the 2012 basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) is presented for the purpose of additional analysis and is not a required part of the 2012 basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the 2012 basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the 2012 basic financial statements taken as a whole.

/s/ CohnReznick LLP

Roseland, New Jersey  
July 1, 2013

AUTOMATIC DATA PROCESSING, INC.  
RETIREMENT AND SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
DECEMBER 31, 2012 AND 2011

	2012	2011
<b>ASSETS</b>		
<b>CASH</b>	\$ 1,503	\$ 3,542
<b>INVESTMENTS (Notes 3 and 4):</b>		
Participant directed investments, at fair value	2,732,406,153	2,370,743,679
<b>RECEIVABLES:</b>		
Notes receivable from participants	78,072,952	71,963,055
Interest and dividends receivable	4,347,789	4,332,331
Broker receivable for securities sold	2,514,316	9,202,300
Participant contribution receivable	1,008,457	197,803
Employer contribution receivable	425,248	208,648
Trust to trust transfer in receivable	-	9,183,495
<b>TOTAL RECEIVABLES</b>	86,368,762	95,087,632
<b>TOTAL ASSETS</b>	2,818,776,418	2,465,834,853
<b>LIABILITIES</b>		
Broker payable for securities purchased	16,283,216	36,688,805
Accrued expenses	2,458,501	1,221,164
<b>TOTAL LIABILITIES</b>	18,741,717	37,909,969
<b>NET ASSETS AVAILABLE FOR BENEFITS</b>	\$ 2,800,034,701	\$ 2,427,924,884

See notes to financial statements.

AUTOMATIC DATA PROCESSING, INC.  
RETIREMENT AND SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
FOR THE YEAR ENDED DECEMBER 31, 2012

Contributions:	
Participant	\$ 199,363,058
Employer	72,000,799
Total contributions	271,363,857
Investment income:	
Net appreciation in fair value of investments (Note 3)	238,726,356
Dividend income	27,674,111
Interest income	2,204,157
Total investment income	268,604,624
Interest income on notes receivable from participants	3,186,408
Benefits paid to participants	(165,956,467 )
Administrative and general expenses	(7,304,178 )
NET INCREASE IN NET ASSETS BEFORE TRANSFERS	369,894,244
TRUST TO TRUST TRANSFERS IN	2,215,573
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	372,109,817
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	2,427,924,884
End of year	\$2,800,034,701

See notes to financial statements.

AUTOMATIC DATA PROCESSING, INC.

RETIREMENT AND SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS AS OF DECEMBER 31, 2012 AND 2011  
AND FOR THE YEAR ENDED DECEMBER 31, 2012

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1. DESCRIPTION OF PLAN

The following description of the Automatic Data Processing, Inc. Retirement and Savings Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

The Plan is administered by a three-member committee (the “Plan Administrator”) appointed by the Board of Directors of Automatic Data Processing, Inc. (“ADP”, the “Company” or the “Plan Sponsor”). JPMorgan Chase Bank, N.A. (“JPMorgan”) serves as custodian of the Plan.

General—The Plan is a defined contribution plan established January 1, 1984 available to all eligible employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Contributions—

Participant Contributions—As defined in the Plan document, participating employees who are deemed non-highly compensated (employees earning less than \$110,000 in 2011), can contribute up to 35% (50% beginning January 1, 2013) of their compensation, subject to the maximum deferral limits under the Internal Revenue Code (“IRC”) (and certain special limits for Puerto Rico residents participating in the Plan). Participating employees earning more than these amounts (“Highly Compensated Employees”) can only contribute up to the amount determined by the Plan Administrator annually (10% of their compensation prior to January 1, 2013 and 12% thereafter). Participants who have attained age 50 before the close of the Plan year are eligible to make additional contributions (“Catch-Up Contributions”) up to the amount of \$5,500 for 2012. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (“rollover contributions”). Unless employees elect otherwise, they are automatically enrolled as participants in the Plan after sixty days of employment at a deferral rate of 3% of compensation. These contributions will be invested in the JPMorgan SmartRetirement Fund that corresponds to their estimated retirement date. Effective January 1, 2013, certain employees who were hired before January 1, 2007 and were not contributing to the Plan as of October 31, 2012, were automatically enrolled as participants in the Plan at a deferral rate of 1% of compensation. These contributions will also be invested in the JPMorgan SmartRetirement Fund that corresponds to their estimated retirement date. Participant contributions during the year ended December 31, 2012 include \$19,021,437 of rollover contributions.

Matching Employer Contributions—The Company contributes an amount equal to 50% of the first 6% of each participant’s salary deferral election to the Plan. Once a participant has contributed to the Plan for 60 months, the Company’s matching contribution increases to an amount equal to 70% of the first 6% of a participant’s salary deferral election. Participants must be actively employed on December 31 of a given year to receive the matching contribution for that year. Matching contributions are not made on the employee catch-up contributions.

Limitations—In addition, there are contribution limitations set forth in the IRC, which the Plan must satisfy.

Participant Accounts—Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, an allocation of the Company's contribution, and an allocation of Plan gains or losses. Account balances are valued at fair market value, and are adjusted daily to reflect the net investment income of Plan investments. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.



Investments—Investments in the Plan consist of various investments which include the ADP Stock Fund, separately managed accounts, commingled trusts, mutual funds, and money market funds.

The Seix Intermediate Bond Fund, the Columbia Dividend Value Fund, the Montag & Caldwell Large Cap Growth Fund, the American Century Small Cap Value Fund, the BNY Mellon Small-Cap Equity Transition Fund, and the BNY Mellon International Equity Transition Fund are separately managed accounts, with underlying investments that include investments in publicly traded common stock, government bonds, corporate bonds and various other bond issues. The Northern Trust S&P 500 Index Fund, the BlackRock Russell 2000 Growth Fund, the JPMorgan SmartRetirement Income Fund, the JPMorgan SmartRetirement 2010 Fund, the JPMorgan SmartRetirement 2015 Fund, the JPMorgan SmartRetirement 2020 Fund, the JPMorgan SmartRetirement 2030 Fund, the JPMorgan SmartRetirement 2040 Fund, the Pyramis Select International Plus Commingled Pool, and the ING Small-Cap Growth Fund are commingled trusts. The Goldman Sachs Financial Square Government Fund is a money market fund. The Artio International Equity - Institutional Fund is a mutual fund.

Participants direct the investment of their contributions and matching employer contributions into the 15 various investment options offered by the Plan. Matching contributions are deposited into participants' accounts each pay period and are made pursuant to their individual investment election on file at that time.

Vesting—Participants are immediately vested in their contributions, including salary deferral and rollover contributions. Matching Company contributions are vested as follows:

Less than two years of service from date of hire	0%
Two but less than three years of service from date of hire	50%
Three or more years of service from date of hire	100%

Payment of Benefits—In general, employee and employer contributions must remain in the Plan until the later of the attainment of age 65 or the end of employment. The employee may elect to begin taking in-service distributions anytime after the attainment of age 70.

On termination of service, a participant can receive a lump-sum amount equal to the value of the vested portion of his or her account. Alternatively, he or she can elect to defer payment if the total of the participant's vested account balance is more than \$1,000. The balance in the participant's ADP Stock Fund account can be distributed as whole shares of Company common stock ("Company Stock") or as cash equivalent to the fair market value of the Company Stock at the date of distribution. The Plan was amended to reflect certain provisions of the Economic Growth and Tax Relief Reconciliation Act of 2001. Pursuant to this amendment, if the total of the participant's vested account balance is more than \$1,000 but less than or equal to \$5,000 on termination of service, and the participant has not elected to receive a lump-sum amount, ADP will automatically roll over the vested account balance to an individual retirement account ("IRA") established with The Bancorp Bank. Fees and expenses for the IRA will be charged against a participant's account unless he or she contacts the IRA provider and requests to make payment of the fees out-of-pocket.

Trust to Trust Transfers In – Effective February 1, 2012, the Asparity Decision Solutions, Inc. 401(k) Plan merged into the Plan in connection with the acquisition of Asparity Decision Solutions, Inc. by the Company. Transfers of \$448,787 are included in Trust to Trust Transfers In in the accompanying Statement of Changes in Net Assets Available for Benefits.

Effective February 9, 2012, the W. Ray Wallace & Associates 401(k) Profit Sharing Plan merged into the Plan in connection with the acquisition of W. Ray Wallace & Associates by the Company. Transfers of \$1,074,053 are included in Trust to Trust Transfers In in the accompanying Statement of Changes in Net Assets Available for Benefits.

Effective April 2, 2012, The Autotegrity 401(k) Plan merged into the Plan in connection with the acquisition of Autotegrity, Inc. by the Company. Transfers of \$169,561 are included in Trust to Trust Transfers In in the accompanying Statement of Changes in Net Assets Available for Benefits.

Effective June 8, 2012, certain former participants in the SHPS, Inc. 401(k) Plan transferred their account and loan balances into the Plan in connection with the acquisition of SHPS, Inc. by the Company. Transfers of \$523,172 are included in Trust to Trust Transfers In in the accompanying Statement of Changes in Net Assets Available for Benefits.

**Forfeitures**—Upon termination of a participant’s employment for reasons other than death before the attainment of age 65, the participant will be entitled to receive the vested portion of their account balance. The nonvested portion of the participant’s account balance will be forfeited, and will be used to pay Plan expenses as well as to reduce the amount of future Company contributions pursuant to the Plan document. The amount of unused forfeitures as of December 31, 2012 and 2011 amounted to \$2,184,463 and \$1,650,758, respectively. For the year ended December 31, 2012, amounts used to pay administrative expenses amounted to \$680,745, and the amount used to reduce employer contributions was \$2,985,832.

**Notes Receivable from Participants**—Plan participants may borrow funds from their account up to a maximum of \$50,000 or 50% of their account balances, whichever is less, subject to certain limits and conditions. Outstanding loans are secured by the participant’s interest in the Plan and bear interest at rates ranging from 4.25% to 10.5%, which are commensurate with local prevailing rates at the time funds are borrowed, as determined by the Plan Administrator. Loans are generally repaid through payroll deductions or, at the option of the participant, may be prepaid in total. Participants’ loan repayments and any interest due are paid into the participants’ account.

**Employee Stock Ownership Plan Component**—The Plan was amended effective January 1, 2002, to designate a portion of the Plan as an employee stock ownership plan (“ESOP Component” or “ESOP”) which was designed to comply with IRC Section 4975 (e) (7) and the regulations thereunder, and Section 407(d) (6) of ERISA. The ESOP is defined as the portion of the Plan derived from (a) account balances invested in Company Stock and (b) all contributions made to the Plan after December 31, 2001 as further defined in the Plan amendment. The principal purpose of the ESOP Component is to provide participants an ownership interest in the Company. The following includes main highlights of the ESOP Component. Participants should refer to the Plan document for more information.

**Investments in Company Stock** – The ESOP Component will be invested primarily in Company Stock. Purchases of Company Stock may be made in the open market or, to the extent permitted by law, directly from the Company or shareholders of the Company. All purchases of Company Stock shall be made at prices that do not exceed the fair market value of such Company Stock, as determined by the Plan custodian at the time of purchase.

**Dividends on Company Stock** – Dividends paid by the Company with respect to shares of Company Stock held by the ESOP Component shall either be paid in cash directly to the participants, or pursuant to the participant’s election, dividends can be reinvested in the ESOP Component. All cash dividends are paid out on a quarterly basis. If an election is made by a participant to receive a distribution in cash of dividends paid on Company Stock, then such dividends shall be held in a money market fund pending distribution.

**Vesting** – A participant will be 100% vested in their salary deferral and rollover contribution accounts and in any dividends paid on or after April 1, 2002 on Company Stock held in accounts.

**Payment of Benefits** – Payments to participants from the ESOP Component will be made in accordance with provisions as stated in the Plan document and amendments thereto regarding the payment of benefits from the Plan.



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan:

**Basis of Accounting**—The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

**Use of Estimates**—The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**Risk and Uncertainties**—The Plan utilizes various investment instruments including U.S. Government agency securities, debt securities of companies with strong credit ratings from a variety of industries, and in various equity securities, including Company Stock. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

**Income Recognition**—Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

For mutual fund and money market fund investments, including the Columbia Dividend Value Fund, Artio International Equity Fund – Institutional Fund and Goldman Sachs Financial Square Government Fund, management fees and operating expenses are reflected in the net asset value of the funds on a daily basis and are not reflected separately. Management fees for the separately managed accounts and commingled trusts are accrued on a daily basis, reflected in the daily unitized price, and paid on a quarterly basis. Consequently, management fees are reflected as a reduction of investment return for such investments.

**Fair Value of Investments**—See Note 4 - “Fair Value Measurements.”

**Fair Value of Other Financial Instruments**—The carrying amount of receivables and liabilities approximates fair value.

**Notes Receivable from Participants**—Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. No allowance for credit losses has been recorded at December 31, 2012 or 2011.

**Payment of Benefits**—Benefits payments to participants are recorded upon distribution. At December 31, 2012 and 2011, amounts allocated to accounts of individuals who had elected to withdraw but had not yet been paid totaled \$39,088 and \$391,579, respectively.

**Recently Issued Accounting Pronouncements**— In May 2011, the Financial Accounting Standards Board issued Accounting Standards Update (“ASU”) 2011-04, “Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs.” ASU 2011-04 requires expansion of the disclosures required for Level 3 measurements of fair value and provides updates to the existing measurement guidance. ASU 2011-04 is effective for annual periods beginning after December 15, 2011. The adoption of ASU 2011-4 did not have an impact on the Plan’s financial statements. See Note 4 - “Fair Value Measurements.”



## 3. INVESTMENTS

The investments of the Plan as of December 31, 2012 and 2011 are summarized as follows:

Investments, at fair value:	2012	2011
ADP Stock Fund, 5,664,893 shares and 5,556,245 shares, respectively	\$325,019,168 *	\$302,666,515 *
Seix Intermediate Bond Fund	292,052,385	294,808,499
Northern Trust S&P 500 Index Fund	255,518,328 *	203,503,309 *
Columbia Dividend Value Fund	253,895,871	206,174,817
Goldman Sachs Financial Square Government Fund	225,978,241 *	225,441,863 *
Pyramis Select International Plus Commingled Pool	216,154,505 *	-
ING Small-Cap Growth Fund	205,038,733 *	-
Montag & Caldwell Large Cap Growth Fund	183,208,407	149,261,033
JPMorgan SmartRetirement 2020 Fund	174,672,892 *	140,973,090 *
JPMorgan SmartRetirement 2030 Fund	170,528,811 *	126,728,372 *
American Century Small Cap Value Fund	151,167,378	122,329,195
JPMorgan SmartRetirement 2040 Fund	133,489,804	91,288,563
JPMorgan SmartRetirement 2015 Fund	72,617,547	62,431,611
JPMorgan SmartRetirement Income Fund	40,160,925	32,222,089
JPMorgan SmartRetirement 2010 Fund	32,784,171	30,484,964
BNY Mellon International Equity Transition Fund	61,298	-
BNY Mellon Small-Cap Equity Transition Fund	57,689	-
Artio International Equity Fund - Institutional Fund	-	198,098,924 *
BlackRock Russell 2000 Growth Fund	-	184,330,835 *
Total Investments	\$2,732,406,153	\$2,370,743,679

\* Investments held that represent 5% or more of the Plan's net assets available for benefits at the end of each of the respective years. For separately managed accounts (Seix Intermediate Bond Fund, Columbia Dividend Value Fund, Montag & Caldwell Large Cap Growth Fund, American Century Small Cap Value Fund, BNY Mellon Small-Cap Equity Transition Fund, and BNY Mellon International Equity Transition Fund), underlying investments are used to make such determination.

## 3. INVESTMENTS (continued)

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

	2012
Northern Trust S&P 500 Index Fund	\$33,222,171
JPMorgan SmartRetirement 2030 Fund	23,312,398
JPMorgan SmartRetirement 2020 Fund	22,156,187
JPMorgan SmartRetirement 2040 Fund	18,549,598
American Century Small Cap Value Fund	18,439,911
Montag & Caldwell Large Cap Growth Fund	18,047,769
Columbia Dividend Value Fund	17,867,809
ADP Stock Fund	17,007,348
BlackRock Russell 2000 Growth Fund	14,751,676
Pyramis Select International Plus Commingled Pool	13,790,313
Artio International Equity Fund - Institutional Fund	12,192,202
ING Small-Cap Growth Fund	8,725,959
JPMorgan SmartRetirement 2015 Fund	8,575,736
JPMorgan SmartRetirement Income Fund	3,936,214
JPMorgan SmartRetirement 2010 Fund	3,516,633
BNY Mellon Small-Cap Equity Transition Fund	2,112,060
Seix Intermediate Bond Fund	1,799,070
BNY Mellon International Equity Transition Fund	719,237
Goldman Sachs Financial Square Government Fund	4,065
Net appreciation in fair value of investments	\$238,726,356

## 4. FAIR VALUE MEASUREMENTS

The Plan applies the guidance in ASC 820.10 for assets recognized or disclosed at fair value on a recurring basis. The guidance in ASC 820.10 defines fair value, establishes a framework for measuring fair value, and expands the disclosures on fair value measurements. ASC 820.10 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. ASC 820.10 establishes market or observable inputs as the preferred source of fair value, followed by assumptions based on hypothetical transactions in the absence of market inputs.

The valuation techniques required by ASC 820.10 are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Plan's market assumptions. These two types of inputs create the following three-level hierarchy to prioritize the inputs used in measuring fair value. The levels within the hierarchy are described below with Level 1 having the highest priority and Level 3 having the lowest priority.

Level 1 Fair value is determined based upon closing prices for identical instruments that are traded on active exchanges.

Level 2 Fair value is determined based upon quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; or model-derived valuations



whose inputs are observable or whose significant value drivers are observable.

Level 3 Fair value is determined based upon significant inputs to the valuation model that are unobservable.

Plan investments included in Level 1 are valued using closing prices for identical instruments that are traded on active exchanges. Plan investments included in Level 2 are valued based upon the closing price fair values of the publicly traded underlying investments.

## 4. FAIR VALUE MEASUREMENTS (continued)

There were no transfers in or out of Level 1 or Level 2 during the Plan years ended December 31, 2012 or Decembers 31, 2011. The following tables present the investments of the Plan measured at fair value at December 31, 2012 and 2011. See Note 3 - "Investments" for additional disclosure related to investments.

Asset Class	As of December 31, 2012		Total
	Level 1	Level 2	
<b>Equity Securities:</b>			
ADP Common Stock	\$325,284,123	\$-	\$325,284,123
Consumer Goods	179,713,932	-	179,713,932
Manufacturing and Industrial	130,998,200	-	130,998,200
Financial Services	99,552,911	-	99,552,911
Telecommunications and Other Services	72,232,027	-	72,232,027
Energy	56,907,298	-	56,907,298
Other	10,977,070	-	10,977,070
<b>Mutual Funds:</b>			
U.S. Equity Securities	5,646,871	-	5,646,871
			-
<b>Commingled Trusts</b>			
Target Date Retirement Funds	-	624,254,149	624,254,149
S&P 500 Index Funds	-	255,518,328	255,518,328
Growth Index Funds	-	421,193,238	421,193,238
<b>Money Markets</b>	-	272,824,577	272,824,577
<b>Fixed Income Securities:</b>			
U.S. Government Securities	-	173,072,158	173,072,158
AA Corporate Bonds	-	14,868,569	14,868,569
A Corporate Bonds	-	25,081,613	25,081,613
Mortgage-Backed Securities	-	64,281,089	64,281,089
<b>Total Investments</b>	<b>\$881,312,432</b>	<b>\$1,851,093,721</b>	<b>\$2,732,406,153</b>

## 4. FAIR VALUE MEASUREMENTS (continued)

Asset Class	As of December 31, 2011		Total
	Level 1	Level 2	
<b>Equity Securities:</b>			
ADP Common Stock	\$302,037,152	\$-	\$302,037,152
Consumer Goods	151,944,484	-	151,944,484
Manufacturing and Industrial	104,249,063	-	104,249,063
Financial Services	68,965,181	-	68,965,181
Telecommunications and Other Services	63,921,613	159,563	64,081,176
Energy	50,960,868	-	50,960,868
Other	9,558,216	-	9,558,216
<b>Mutual Funds:</b>			
International Equity Securities	198,098,924	-	198,098,924
U.S. Equity Securities	5,215,385	-	5,215,385
			-
<b>Commingled Trusts</b>			
Target Date Retirement Funds	-	484,128,689	484,128,689
S&P 500 Index Funds	-	203,503,309	203,503,309
Growth Index Funds	-	184,330,835	184,330,835
			-
Money Markets	-	282,581,903	282,581,903
			-
<b>Fixed Income Securities:</b>			
U.S. Government Securities	-	143,592,737	143,592,737
AA Corporate Bonds	-	22,544,008	22,544,008
A Corporate Bonds	-	30,332,163	30,332,163
Mortgage-Backed Securities	-	64,619,586	64,619,586
			-
<b>Total Investments</b>	<b>\$954,950,886</b>	<b>\$1,415,792,793</b>	<b>\$2,370,743,679</b>

## 4. FAIR VALUE MEASUREMENTS (continued)

The following table presents the investments of the Plan with a reported net asset value as of December 31, 2012 and December 31, 2011:

	December 31, 2012 Fair Value	December 31, 2011 Fair Value	Redemption Frequency	Redemption Notice Period
Northern Trust S&P 500 Index Fund (1)	\$255,518,328	\$203,503,309	Daily	Trade date + 1
Pyramis Select International Plus Commingled Pool (2)	216,154,505	-	Daily	Trade date + 1
ING Small-Cap Growth Fund (3)	205,038,733	-	Daily	Trade date + 1
BlackRock Russell 2000 Growth Fund (3)	-	184,330,835	Daily	Trade date + 1
JPMorgan SmartRetirement 2020 Fund (4)	174,672,892	140,973,090	Daily	Trade date + 1
JPMorgan SmartRetirement 2030 Fund (4)	170,528,811	126,728,372	Daily	Trade date + 1
JPMorgan SmartRetirement 2040 Fund (4)	133,489,804	91,288,563	Daily	Trade date + 1
JPMorgan SmartRetirement 2015 Fund (4)	72,617,547	62,431,611	Daily	Trade date + 1
JPMorgan SmartRetirement 2010 Fund (4)	32,784,171	30,484,964	Daily	Trade date + 1
JPMorgan SmartRetirement Income Fund (5)	40,160,925	32,222,089	Daily	Trade date + 1
Total	\$1,300,965,716	\$871,962,833		

(1) The objective of this fund is to provide a rate of return consistent with the Standard & Poor's 500 Index.

(2) The objective of this fund is to provide a rate of return consistent with the MSCI ACWI ex US (Net) Index.

(3) The objective of this fund is to provide a rate of return consistent with the Russell 2000 Growth Index.

(4) The objective of these funds is to outperform custom benchmarks of domestic and international equities, fixed income and real estate investments that have risk and return characteristics designed for investors who are expecting to retire near the applicable fund's target retirement date.

(5) The objective of this fund is to outperform a custom benchmark of domestic and international equities, fixed income and real estate investments that have risk and return characteristics designed for investors who are retired or expecting to retire in the near term.

## 5. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

At December 31, 2012 and 2011, the Plan held 5,705,738 and 5,592,245 shares, respectively, of Company Stock with a cost basis of \$228,942,752 and \$215,793,536, respectively. For the year ended December 31, 2012, the Plan recorded dividend income in the amount of \$9,234,061 from participants' investments in the ADP Stock Fund.

Certain Plan investments are shares of mutual funds and money market funds managed by JPMorgan. JPMorgan is the custodian of the Plan.

Certain employees and officers of the Company, who may also be participants in the Plan, perform administrative services to the Plan at no cost to the Plan.

These party-in-interest transactions are not deemed prohibited because they are covered by statutory and administrative exemptions from the IRC, the rules thereunder, and from the prohibited transactions provisions of ERISA.

6. PLAN TERMINATION

Although the Company has not expressed any intention to do so, it has the right under the provisions of the Plan to discontinue its contributions at any time by amending or terminating the Plan subject to the provisions of ERISA. However, upon full or partial termination of the Plan, each participant who is then an employee of the Company shall become 100% vested in his or her employer matching contribution account, and shall not be subjected to forfeiture. Furthermore, no amendment shall decrease a participant's vested interest under the Plan at the effective date of such amendment.

7. FEDERAL INCOME TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Company by letter dated November 27, 2012 that the Plan and related Trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter. However, ADP and Plan management believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC, and that the Plan and related Trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Generally Accepted Accounting Principles (United States of America) require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2009.

AUTOMATIC DATA PROCESSING, INC. RETIREMENT AND SAVINGS PLAN	Plan Number 002 Plan Sponsor EIN 22-1467904
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FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD  
AT END OF YEAR)  
AS OF DECEMBER 31,  
2012

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares	Current Value
<b>ADP STOCK FUND</b>			
<b>Common Stock</b>			
*AUTOMATIC DATA PROCESSING, INC. COMMON STOCK	Common Stock	5,664,893	\$ 322,955,550
<b>Short-Term Investment Fund</b>			
*J.P. Morgan U.S. Government Short-Term Investment Fund	Money Market	2,063,618	2,063,618
<b>TOTAL ADP STOCK FUND</b>			<b>\$ 325,019,168</b>
<b>AMERICAN CENTURY SMALL CAP VALUE FUND</b>			
<b>Common Stock</b>			
AAR CORP COM STK	Common Stock	12,800	\$ 239,104
ACTUANT CORP CLS 'A' COM STK	Common Stock	5,400	150,714
AEROVIRONMENT INC COM STK	Common Stock	17,000	369,580
ALASKA AIR GROUP INC COM STK	Common Stock	10,200	439,518
ALLSCRIPTS HEALTHCARE SOLUTIONS INC COM ALON USA ENERGY INC COM STK	Common Stock	38,000	357,960
ALTRERA CAPITAL HLDGS LTD	Common Stock	29,700	537,273
	Common Stock	26,300	741,397
	Common Stock	42,400	934,920

ALTRA HOLDINGS INC COM STK			
AMERICAN AXLE & MANUFACTURING HLDGS COM	Common Stock	77,700	870,240
AMERICAN EAGLE OUTFITTER COM STK	Common Stock	10,000	205,100
AMERICAN EQUITY INVT LIFE HLDG CO COM ST	Common Stock	21,100	257,631
AMERICAN NATIONAL BANKSHARES COM STK	Common Stock	26,800	541,092
AMERICAN SCIENCE & ENGINEERING INC COM S	Common Stock	21,200	1,382,452
AMSURG CORP COM STK	Common Stock	800	24,008
ANN INC	Common Stock	14,800	500,832
APOLLO INVESTMENT CORP COM STK	Common Stock	71,100	594,396
APPLIED INDUSTRIAL TECHNOLOGIES INC COM	Common Stock	7,500	315,075
ARES CAPITAL CORP COM STK	Common Stock	10,000	175,000
ARTESIAN RESOURCES CORP CLASS 'A' COM STK	Common Stock	18,364	411,905
ASBURY AUTOMOTIVE GROUP INC COM STK	Common Stock	19,200	614,976
ASPEN INSURANCE HLDGS COM STK	Common Stock	14,700	471,576
AVISTA CORP COM STK	Common Stock	25,400	612,394
BALDWIN & LYONS INC CLASS 'B'	Common Stock	26,300	627,518
BANCORPSOUTH INC COM	Common Stock	16,200	235,548
BANKUNITED INC	Common Stock	82,700	2,021,188
BARNES GROUP INC COM STK	Common Stock	17,500	393,050
BEL FUSE INC CLASS 'B' SHS	Common Stock	25,500	498,525
BELDEN INC COM STK	Common Stock	10,100	454,399
BELO CORP	Common Stock	82,200	630,474
BEMIS CO INC COM STK	Common Stock	20,000	669,200
BERRY PETROLEUM CORP CLASS 'A' COM STK	Common Stock	13,900	466,345
	Common Stock	12,900	229,491



BILL BARRETT CORP  
COM

(Continued)

AUTOMATIC DATA PROCESSING, INC. Plan  
 RETIREMENT AND SAVINGS PLAN Number  
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FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT  
 END OF YEAR)  
 AS OF DECEMBER 31, 2012

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares	Current Value
AMERICAN CENTURY SMALL CAP VALUE FUND (Con't)			
Common Stock (Con't)			
BLACKROCK KELSO CAPITAL CORP	Common Stock	13,400	\$ 134,804
BOB EVANS FARMS INC COM STK	Common Stock	5,300	213,060
BOK FINANCIAL CORP COM STK	Common Stock	6,900	375,774
BONANZA CREEK ENERGY INC	Common Stock	19,000	528,010
BOSTON PRIVATE FINANCIAL HLDGS INC COM	Common Stock	58,300	525,283
BRIGGS & STRATTON CORP COM STK	Common Stock	23,900	503,812
BRISTOW GROUP INC COM STK	Common Stock	6,900	370,254
BROOKLINE BANCORP	Common Stock	34,000	289,000
BRUNSWICK CORP COM STK	Common Stock	16,300	474,167
BUCKEYE TECHNOLOGIES INC COM STK	Common Stock	7,700	221,067
CABELAS INC COM STK	Common Stock	12,200	509,350
CAMPUS CREST COMMUNITIES INC	Common Stock	56,500	692,690
CAPITOL FEDERAL FINANCIAL INC	Common Stock	53,100	620,739
CARPENTER TECHNOLOGY CORP COM STK	Common Stock	8,900	459,507
CATAHY GENERAL BANCORP COM STK	Common Stock	38,100	742,950
CAVCO INDUSTRIES INC COM STK	Common Stock	14,200	709,716
CDI CORP COM STK	Common Stock	47,000	805,110
CEC ENTERTAINMENT COM STK	Common Stock	7,900	262,201
CELADON GROUP COM STK	Common Stock	32,200	581,854
CENTRAL GARDEN & PET CO COM STK	Common Stock	17,600	183,920
CENTURY ALUMINIUM COM STK	Common Stock	35,400	310,104
CHICOS FAS INC COM STK	Common Stock	28,600	527,956
CITY NATIONAL CORP COM STK	Common Stock	3,800	188,176
CLEARWATER PAPER CORPORATION	Common Stock	19,000	744,040
CLECO CORP COM STK	Common Stock	2,500	100,025
COEUR D'ALENE MINE COM STK	Common Stock	12,800	314,880
COHERENT INC COM STK	Common Stock	7,500	379,650
COMMERCE BANCSHARES INC COM STK	Common Stock	11,445	401,262
COMMUNITY BANK SYSTEMS NY COM STK	Common Stock	9,300	254,448
	Common Stock	10,800	331,992

COMMUNITY HEALTH SYSTEMS INC (NEW) COM STK			
COMPASS MINERALS INTERNATIONAL INC COM S	Common Stock	13,100	978,701
COMPUWARE CORP COM STK	Common Stock	48,400	526,108
CONVERGYS CORP COM STK	Common Stock	21,200	347,892
CORE-MARK HLDG CO INC COM STK	Common Stock	4,700	222,545
CORRECTIONS CORPORATIONS OF AMERICA COM	Common Stock	17,100	606,537
CROCS INC COM STK	Common Stock	31,900	459,041
CSS INDUSTRIES INC COM STK	Common Stock	23,773	520,391

(Continued)

AUTOMATIC DATA PROCESSING, INC.

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RETIREMENT AND SAVINGS PLAN

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FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD  
AT END OF YEAR)  
AS OF DECEMBER 31, 2012

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares	Current Value
<b>AMERICAN CENTURY SMALL CAP VALUE FUND (Con't)</b>			
Common Stock (Con't)			
CULLEN FROST BANKERS COM STK	Common Stock	9,100	\$493,857
CULP INC COM STK	Common Stock	42,200	633,422
CURTISS-WRIGHT CORP COM STK	Common Stock	7,100	233,093
CVB FINANCIAL NPV	Common Stock	26,200	272,480
CYPRESS SEMICONDUCTOR CORP COM STK	Common Stock	79,800	865,032
DANA HOLDING CORP	Common Stock	48,400	755,524
DESTINATION MATERNITY CORP	Common Stock	22,400	482,944
DIODES INC COM STK	Common Stock	33,300	577,755
DOLE FOOD CO INC	Common Stock	25,300	290,191
DST SYSTEMS INC DELAWARE COM STK	Common Stock	24,300	1,472,580
DYNAMIC MATERIALS CORP COM STK	Common Stock	33,300	462,870
EL PASO ELECTRIC CO COM STK	Common Stock	23,400	746,694
EMCOR GROUP COM STK	Common Stock	15,700	543,377
EMPIRE DISTRICT ELECTRIC CO COM STK	Common Stock	6,861	139,827
ENCORE WIRE CORP COM STK	Common Stock	18,400	557,704
ENERGY XXI (BERMUDA)	Common Stock	4,600	148,074
ENTERCOM COMMUNICATIONS COM STK	Common Stock	82,600	576,548
ENTRAVISION COMMUNICATIONS CORP CLASS 'A'	Common Stock	322,600	535,516
ERICKSON AIR-CRANE INC	Common Stock	46,200	389,466
FIFTH STREET FINANCE CORP	Common Stock	19,100	199,022
FINISAR CORP	Common Stock	21,400	348,820
FIRST HORIZON NATIONAL CORP COM STK	Common Stock	71,800	711,538
FIRST INTERSTATE BANCSYSTEM INC	Common Stock	21,200	327,116
FIRST MIDWEST BANCORP COM STK	Common Stock	6,200	77,624
FIRST NIAGARA FINANCIAL GROUP INC COM	Common Stock	88,800	704,184
FLIR SYSTMES INC COM STK	Common Stock	45,900	1,024,029
FLUSHING FINANCIAL CORP COM STK	Common Stock	22,600	346,684
FNB CORP PA COM STK	Common Stock	27,500	292,050
FREIGHTCAR AMERICA INC COM STK	Common Stock	19,400	434,948
FULTON FINANCIAL CORP COM STK	Common Stock	41,300	396,893
GARDNER DENVER INC COM STK	Common Stock	4,500	308,250

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GENESCO INC COM STK	Common Stock	16,900	929,500
GLOBAL PAYMENTS INC COM STK	Common Stock	24,800	1,123,440
GLOBE SPECIALTY METALS INC	Common Stock	13,000	178,750
GRACE (W.R.) & CO COM STK	Common Stock	2,000	134,460
GRANITE CONSTRUCTION COM STK	Common Stock	10,000	336,200
GRAPHIC PACKAGING HLDG CO	Common Stock	81,000	523,260
GREAT PLAINS ENERGY INC COM STK	Common Stock	59,700	1,212,507
GULFPORT ENERGY CORP COM STK	Common Stock	14,100	538,902

(Continued)

AUTOMATIC DATA PROCESSING, INC.

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FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD  
AT END OF YEAR)

AS OF DECEMBER 31, 2012

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares	Current Value
<b>AMERICAN CENTURY SMALL CAP VALUE FUND (Con't)</b>			
Common Stock (Con't)			
<b>HANOVER INSURANCE GROUP INC COM STK</b>	Common Stock	8,400	\$ 325,416
HARRIS TEETER SUPERMARKETS INC NPV	Common Stock	5,400	208,224
HAWKINS INC COM STK	Common Stock	12,300	475,272
HAYNES INTERNATIONAL INC COM STK	Common Stock	5,500	285,285
HCC INSURANCE HLDG COM STK	Common Stock	48,600	1,808,406
HEALTH MANAGEMENT ASSOCIATES INC CLASS 'A	Common Stock	32,600	303,832
HEALTHSOUTH CORP COM STK	Common Stock	26,900	567,859
HEARTLAND EXPRESS INC COM STK	Common Stock	40,700	531,949
HECKMANN CORP	Common Stock	95,590	385,228
HECLA MINING CO COM STK	Common Stock	21,100	123,013
HELEN OF TROY COM STK	Common Stock	9,002	300,577
HELIX ENERGY SOLUTIONS GROUP INC COM STK	Common Stock	11,100	229,104
HERCULES TECHNOLOGY GROWTH CAP INC	Common Stock	20,000	222,600
HERITAGE FINANCIAL CORP COM STK	Common Stock	37,000	543,530
HORNBECK OFFSHORE SERVICES COM STK	Common Stock	18,198	624,919
IBERIABANK CORP COM STK	Common Stock	13,000	638,560
ICU MEDICAL INC COM STK	Common Stock	4,300	261,999
IDACORP INC COM STK	Common Stock	12,100	524,535
IDEX CORP COM STK	Common Stock	13,200	614,196
II-VI INC	Common Stock	3,300	60,291
IMPAX LABORATORIES INC COM STK	Common Stock	13,000	266,370
INFINITY PROPERTY & CASUALTY CORP COM	Common Stock	14,600	850,304
INGRAM MICRO INC CLASS 'A COM STK	Common Stock	40,500	685,260
INNOPHOS HOLDINGS INC COM	Common Stock	10,900	506,850
INTEGRA LIFESCIENCES HLDGS CORP COM STK	Common Stock	7,400	288,378
INTER PARFUMS INC COM STK	Common Stock	10,600	206,276

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INTERSIL CORP CLASS 'A' COM STK	Common Stock	50,200	416,158
INTREPID POTASH INC	Common Stock	25,900	551,411
INVESTMENT TECHNOLOGY GROUP COM STK	Common Stock	22,200	199,800
IPG PHOTONICS CORP COM STK	Common Stock	6,502	433,358
J & J SNACK FOODS CORP COM STK	Common Stock	8,500	543,490
JABIL CIRCUIT INC COM STK	Common Stock	19,300	372,297
JANUS CAPITAL GROUP INC COM STK	Common Stock	43,800	373,176
JETBLUE AIRWAYS CORP COM STK	Common Stock	40,700	232,397
KAISER ALUMINUM CORP COM STK	Common Stock	3,700	228,253
KAMAN CORP	Common Stock	16,200	596,160
KAPSTONE PAPER & PACKAGING CORP COM STK	Common Stock	17,800	394,982
KAYDON CORP COM STK	Common Stock	31,300	749,009
KENNAMETAL INC CAP STK	Common Stock	26,300	1,052,000

(Continued)

AUTOMATIC DATA PROCESSING, INC.

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RETIREMENT AND SAVINGS PLAN

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22-1467904

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT  
END OF YEAR)

AS OF DECEMBER 31, 2012

Number      Current