

PAPA JOHNS INTERNATIONAL INC
 Form 4
 July 22, 2005

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 *
SCHNATTER CHARLES W

2. Issuer Name and Ticker or Trading Symbol
PAPA JOHNS INTERNATIONAL INC [PZZA]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 S.V.P. and Chief Dev. Officer

(Last) (First) (Middle)
P.O. BOX 99900
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/20/2005

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

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

LOUISVILLE, KY 40269
 (City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common stock	07/20/2005		M ⁽¹⁾	6,612 A \$ 30.38	144,402	D	
Common stock	07/20/2005		S ⁽¹⁾	6,612 D \$ 43	137,790	D	
Common stock	07/21/2005		M ⁽¹⁾	3,388 A \$ 30.38	141,178	D	
Common stock	07/21/2005		S ⁽¹⁾	3,388 D \$ 43	137,790	D	

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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(9-02)

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. Amount or Number of Shares
Option to buy ⁽²⁾	\$ 30.38	07/20/2005		M ⁽¹⁾	6,612	⁽³⁾ 12/17/2007	Common stock	6,612
Option to buy ⁽²⁾	\$ 30.38	07/21/2005		M ⁽¹⁾	3,388	⁽³⁾ 12/17/2007	Common stock	3,388

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCHNATTER CHARLES W
P.O. BOX 99900
LOUISVILLE, KY 40269

S.V.P. and Chief Dev. Officer

Signatures

/s/ Kenneth M. Cox, by power of attorney

07/22/2005

 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) Transaction effected through a Rule 10b5-1 trading plan adopted by Mr. Schnatter
- (2) Option to buy under Papa John's International, Inc. 1993 Stock Ownership Incentive Plan
- (3) The option became fully exercisable on December 17, 2001.

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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