SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* **ONEY WADE S** (Last) (First) (Middle) **P.O. BOX 99900** (Street) **LOUISVILLE KY 40269** (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol **PAPA JOHNS INTERNATIONAL INC** [**PZZA**] 3. Date of Earliest Transaction (Month/Day/Year) 06/21/2005 4. If Amendment, Date of Original Filed (Month/Day/Year) 06/23/2005	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title below) Other (specify below) 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	(A) or (D)	Price			
Common stock	06/22/2005		M[1][2]		19,604	A	$26.38	65,700	D	
Common stock	06/22/2005		M[1][2]		5,448	A	$27	71,148	D	
Common stock	06/22/2005		S[1][2]		25,052	D	$40	46,096	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to buy[3]	$26.38	06/21/2005		M[1][4]			24,199	09/30/1997	03/31/2007	Common stock	24,199	$0	19,604	D	
Option to buy[3]	$26.38	06/22/2005		M[1][2]			19,604	09/30/1997	03/31/2007	Common stock	19,604	$0	0	D	
Option to buy[5]	$27	06/22/2005		M[1][2]			5,448	[6]	04/07/2007	Common stock	5,448	$0	25,152	D	

Explanation of Responses:

1. Transaction effected through Rule 10b5-1 trading plan adopted by Mr. Oney

2. Additional transaction not reported on original Form 4

3. Option to buy under Papa John's International, Inc. 1993 Stock Ownership Incentive Plan

4. Reported to correct error in dates shown in Box 6 on original Form 4

5. Option to buy under 1997 agreement between Papa John's International, Inc. and Mr. Oney

6. The option became fully exercisable on December 27, 1998.

/s/ Kenneth M. Cox, by power of attorney   06/23/2005

** Signature of Reporting Person   Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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 Number.