

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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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* <u>Sternberg Christopher J</u> (Last) (First) (Middle) <u>P. O. BOX 99900</u> (Street) <u>LOUISVILLE KY 40269</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/22/2008</u>	3. Issuer Name and Ticker or Trading Symbol <u>PAPA JOHNS INTERNATIONAL INC [PZZA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>SVP, Corp Comm & Interim GC</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,763	D	
Common Stock	824	I	As custodian for children

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Phantom Stock	(1)	(1)	Common Stock	4,674.85	(2)	D	
Stock Options	03/15/2007	03/15/2010	Common Stock	11,416	17.975	D	
Stock Options	06/03/2007	06/03/2010	Common Stock	584	19.995	D	
Stock Options	(3)	05/08/2013	Common Stock	9,378	26.31	D	
Stock Options	04/19/2008	04/19/2011	Common Stock	7,663	32.65	D	
Stock Options	(4)	05/09/2012	Common Stock	8,350	33.92	D	

Explanation of Responses:

- The shares of phantom stock become payable in cash in a lump sum or in installments upon termination of service, or earlier in accordance with certain in-service elections available under a deferred compensation plan.
- Converts to common stock on a one-for-one basis.
- The option becomes exercisable in equal annual installments over 3 years commencing May 8, 2009.
- The option became exercisable as to 2,784 shares on May 9, 2008, and becomes exercisable in two equal annual installments as to the remaining 5,566 shares commencing May 9, 2009.

Remarks:

sternberg-limited_poa.TXT

Kenneth M. Cox, by power of attorney

01/02/2009

** 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 5 (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.

The undersigned hereby constitutes and appoints Kenneth M. Cox, Clara M. Passafiume, and Debra A. Wood, and each of them signing individually, his or her true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned Form ID, Uniform Application for Access Codes to File on EDGAR, any other forms or applications to change or obtain new EDGAR access codes or passwords, and Forms 3, 4 and 5 Statements of Beneficial Ownership of Securities in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules promulgated thereunder, regarding my ownership of and transactions in securities issued by Papa John's International, Inc. (the "Company");
2. Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete the execution of any such Forms ID, 3, 4, 5 and 144 and the timely filing of such application, notice or form with the Securities and Exchange Commission, NASDAQ and any other authority; and
3. Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney in-fact might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, 5 or 144 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with any applicable securities laws, rules or regulations, including but not limited to Section 16 of the Securities Exchange Act of 1934 and Rule 144 of the Securities Act of 1933 and rules and regulations promulgated thereunder.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 31st day of December, 2008.

/s/ Christopher J. Sternberg
Christopher J. Sternberg