

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden
 hours per response: 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Varga Andrew M.</u> (Last) (First) (Middle) <u>P. O. BOX 99900</u> (Street) <u>LOUISVILLE KY 40269</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PAPA JOHNS INTERNATIONAL INC [PZZA]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>04/28/2010</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>SVP, Chief Marketing Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	04/28/2010		A ⁽¹⁾		3,668	A	\$0	7,053	D	
Common Stock	04/28/2010		A ⁽²⁾		3,480	A	\$0	10,533	D	
Common Stock	04/28/2010		M		696	A	\$27.26	11,229	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				
Stock Options ⁽³⁾	\$27.26	04/28/2010		A		10,501		(4)	04/28/2015	Common Stock	10,501	\$0	10,501	D	
Stock Options ⁽⁵⁾	\$27.26	04/28/2010		A		696		04/28/2010	04/28/2010	Common Stock	696	\$0	696	D	
Stock Options	\$27.26	04/28/2010		M			696	04/28/2010	04/28/2010	Common Stock	696	\$0	0	D	

Explanation of Responses:

- Grant of shares of restricted stock vesting in three equal annual installments beginning one year from the grant date.
- Grant of shares of restricted stock vesting on April 28, 2013 in connection with the Company's Executive Equity Ownership Incentive Match Program. The 696 shares of common stock acquired by the Reporting Person on April 28, 2010 must be held for the vesting period or this grant is forfeited.
- Option to purchase under Papa John's International, Inc. 2008 Omnibus Incentive Plan
- The option vests in three equal annual installments beginning one year from the grant date.
- Fully vested option granted under the 2008 Omnibus Incentive Plan immediately exercisable on date of grant.

Remarks:

varga-limited_poa.TXT

Debra A. Breeden, by power of attorney

04/29/2010

** 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.

LIMITED POWER OF ATTORNEY
For Executing SEC Forms ID, 3, 4, 5 and 144

The undersigned hereby constitutes and appoints Christopher J. Sternberg, Clara M. Passafiume, Kenneth M. Cox and Debra A. Breeden, 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"), and any amendments thereto;
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 stock exchange or similar 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 30th day of March, 2010.

/s/ Andrew M. Varga
Andrew M. Varga