SEC Form 4

FORM 4

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

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* OHern Timothy C	2. Issuer Name **and** Ticker or Trading Symbol PAPA JOHNS INTERNATIONAL INC [PZZA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

| (Last) (First) (Middle)
 P. O. BOX 99900 | 3. Date of Earliest Transaction (Month/Day/Year)
 02/26/2015 | Director   10% Owner
 X Officer (give title below)   Other (specify below)
 SVP, Chief Development Officer |

| (Street)
 LOUISVILLE   KY   40269
 (City) (State) (Zip) | 4. 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 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	02/26/2015		A[1]		2,895	A	$0.0000	39,731.1708	D	
Common Stock	02/27/2015		S		9,550	D	$63.0167[2]	30,181.1708	D	
Common Stock	02/26/2015		A[1]		106	A	$0.0000	1,896	I	By Wife
Common Stock								229.72	I	by Spouse in 401(k) Plan

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	$63.92	02/26/2015		A		10,952		[3]	02/26/2025	Common Stock	10,952	$0.0000	10,952	D	
Stock Options	$63.92	02/26/2015		A		400		[3]	02/26/2025	Common Stock	400	$0.0000	400	I	By Wife

Explanation of Responses:

1. Grant of shares of restricted stock vesting in three equal annual installments beginning one year from the grant date.

2. The price in Column 4 is a weighted average price. The prices actually received ranged from $62.6850 to $63.6200. The reporting person has provided to the issuer and will provide to the SEC staff or a security holder of the issuer, upon request, information regarding the number of shares sold at each price within the range.

3. The option vests in three equal annual installments beginning one year from the grant date.

Debra A. Breeden, by power of attorney   03/02/2015

** 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.