

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**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*<br><u>Ritchie Steve M</u><br><br>(Last) (First) (Middle)<br><u>P. O. BOX 99900</u><br><br>(Street)<br><u>LOUISVILLE KY 40269</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>PAPA JOHNS INTERNATIONAL INC [ PZZA ]</u><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>08/06/2015</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br>X Officer (give title below) Other (specify below)<br><u>Chief Operating Officer</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br>X Form filed by One Reporting Person<br>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                    | 08/06/2015                           |  | A <sup>(1)</sup>               |   | 3,104   | A          | \$0.0000 | 18,715  | D  |   |
| Common Stock                    | 08/06/2015                           |  | A <sup>(2)</sup>               |   | 345   | A          | \$0.0000 | 19,060  | D  |   |
| Common Stock                    | 08/07/2015                           |  | F                              |   | 745   | D          | \$71.95  | 18,315  | D  |   |
| Common Stock                    | 08/08/2015                           |  | F                              |   | 584   | D          | \$71.95  | 17,731  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 231   | I  | By Spouse   |

**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                              | \$72.51  | 08/06/2015                           |  | A                              |   | 1,377  |     | (3)  | 08/06/2025      | Common Stock  | 1,377                      | \$0.0000                                   | 1,377  | D   |  |
| Stock Options                              | \$72.51  | 08/06/2015                           |  | A                              |   | 12,689   |     | 08/06/2018   | 08/06/2025      | Common Stock  | 12,689                     | \$0.0000                                   | 12,689   | D   |  |

**Explanation of Responses:**

- Grant of shares of restricted stock vesting in full three years from the grant date.
- Grant of shares of restricted stock vesting in three equal annual installments beginning one year from the grant date.
- The option vests in three equal annual installments beginning one year from the grant date.

Debra A. Breeden, by power of attorney,

08/10/2015

\*\* 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.

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