

EMMETT RICHARD J
Form 4
November 24, 2004

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
EMMETT RICHARD J

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2004

____ Director
 Officer (give title below) _____ Other (specify below)
Senior Vice President

LOUISVILLE, KY 40269

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	11/23/2004		M	3,663 A \$ 17.78	9,513	D	
Common stock	11/23/2004		M	3,122 A \$ 17.22	12,635	D	
Common stock	11/23/2004		M	3,671 A \$ 23.63	16,306	D	
Common stock	11/23/2004		S	10,456 D \$ 34.93	5,850	D	
Common stock	11/24/2004		M	1,329 A \$ 23.63	7,179	D	

Edgar Filing: EMMETT RICHARD J - Form 4

Common stock 11/24/2004 S 1,329 D \$ 34.93 5,850 D

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

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 control number.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option to buy ⁽¹⁾	\$ 17.78	11/23/2004		M	3,663	⁽²⁾ 12/28/2005	Common stock	3,663
Option to buy ⁽¹⁾	\$ 17.22	11/23/2004		M	3,122	⁽³⁾ 01/04/2006	Common stock	3,122
Option to buy ⁽⁴⁾	\$ 23.63	11/23/2004		M	3,671	⁽⁵⁾ 12/23/2009	Common stock	3,671
Option to buy ⁽⁴⁾	\$ 23.63	11/24/2004		M	1,329	⁽⁵⁾ 12/23/2009	Common stock	1,329

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EMMETT RICHARD J P.O. BOX 99900 LOUISVILLE, KY 40269			Senior Vice President	

Signatures

/s/ Kenneth M. Cox, by power of attorney 11/24/2004

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Option to buy under Papa John's International, Inc. 1993 Stock Ownership Incentive Plan
- (2) The option became fully exercisable on December 28, 1997.
- (3) The option became fully exercisable on January 4, 1998.
- (4) Option to buy under Papa John's International, Inc. 1999 Team Member Stock Ownership Plan
- (5) The option became fully exercisable on December 23, 2003.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.