

PAPA JOHNS INTERNATIONAL INC
 Form 4
 December 06, 2004

FORM 4

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

OMB APPROVAL

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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 *
 ONEY WADE S

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)

3. Date of Earliest Transaction (Month/Day/Year)
 05/21/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

P.O. BOX 99900
 (Street)

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

LOUISVILLE, KY 40269
 (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 | 05/21/2004 | | M | | 2,250 | A | \$ 11.33 |
| Common stock | 11/30/2004 | | M | | 11,250 | A | \$ 11.11 |
| Common stock | 11/30/2004 | | M | | 6,750 | A | \$ 11.33 |
| Common stock | 12/02/2004 | | M | | 86,893 | A | \$ 17.78 |
| Common stock | 12/02/2004 | | S | | 86,893 | D | \$ 35.1 |

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

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(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⁾ | \$ 11.33 | 05/21/2004 | | M | 2,250 | ⁽²⁾ 05/31/2004 | Common stock | 2,250 |
| Option to buy ⁽¹⁾ | \$ 11.11 | 11/30/2004 | | M | 11,250 | ⁽³⁾ 12/14/2004 | Common stock | 11,250 |
| Option to buy ⁽¹⁾ | \$ 11.33 | 11/30/2004 | | M | 6,750 | ⁽⁴⁾ 12/20/2004 | Common stock | 6,750 |
| Option to buy ⁽¹⁾ | \$ 17.78 | 12/02/2004 | | M | 86,893 | ⁽⁵⁾ 12/28/2005 | Common stock | 86,893 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ONEY WADE S P.O. BOX 99900 LOUISVILLE, KY 40269 | | X | | |

Signatures

/s/ Wade S. Oney 12/06/2004

**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

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- (2) The option became fully exercisable on May 31, 1999.
- (3) The option became fully exercisable on December 14, 1999.
- (4) The option became fully exercisable on December 20, 1999.
- (5) The option became fully exercisable on June 28, 1996.

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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