BARNETT F WILLIAM

Form 4

August 31, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

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subject to Section 16. Form 4 or Form 5 obligations

Check this box

if no longer

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

stock

08/30/2006

(Print or Type Responses)

	Address of Reporting P F WILLIAM	Symbol	JOHNS INTERNATIONA	Issuer L	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) P.O. BOX 9			of Earliest Transaction (Day/Year) 2006	X Director Officer (give below)	Officer (give title Other (specify		
	(Street)		nendment, Date Original onth/Day/Year)	Applicable Line)	oint/Group Filing(Check One Reporting Person		
LOUISVIL (City)	LE, KY 40269 (State)	^{Zip)} Tab	ble I - Non-Derivative Securities	Person	More than One Reporting f, or Beneficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)		
Common stock	08/30/2006		M 14,000 A \$	4.97 25,500 <u>(1)</u>	D		

8,500

D

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

S

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 $17,000 \frac{(1)}{}$

D

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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. Transactic Code (Instr. 8)	5. Number of ctionDerivative Securities 8) 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to buy (2)	\$ 14.97 (1)	08/30/2006		M		14,000 (1)	05/13/2005	11/13/2006	Common stock	14,000 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships				
•	Director	10% Owner	Officer	Other	
BARNETT F WILLIAM P.O. BOX 99900 LOUISVILLE, KY 40269	X				

Signatures

/s/ Kenneth M. Cox, by power of attorney 08/31/2006

**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) Adjusted to reflect two-for-one stock split effected January 13, 2006
- (2) Option to buy under Papa John's International, Inc. 2003 Stock Option Plan for Non-Employee Directors

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.

Reporting Owners 2