PAPA JOHNS INTERNATIONAL INC

Filed by

PILGRIM BAXTER & ASSOCIATES LTD /DE/ /ADV

FORM SC 13G/A

(Amended Statement of Ownership)

Filed 03/12/97

Address	2002 PAPA JOHNS BOULEVARD LOUISVILLE, KY 40299-2334
Telephone	5022617272
CIK	0000901491
Symbol	PZZA
SIC Code	5812 - Eating Places
Industry	Restaurants
Sector	Services
Fiscal Year	12/31

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 22)

1
Amendment No.

Papa John's International, Inc.

(Name of Issuer)

Common Stock
(Title of Class of Securities)

69881310
(CUSIP Number)

Check the following box if a fee is being paid with this statement: [ ]

(1) NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFCATION NO. OF ABOVE PERSON		Pilgrim Baxter & Associates 23-2797802	
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		(A) [X] (B) [ ]	
(3) SEC USE ONLY			
(4) CITIZENSHIP OR PLACE OF ORGANIZATION		Pennsylvania	
NUMBER OF SHARES OWNED BY REPORTING PERSON WITH	(5)	SOLE VOTING POWER	-0-
	(6)	SHARED VOTING POWER	2,859,275
	(7)	SOLE DISPOSITVE POWER	2,859,275
	(8)	SHARED DIPOSITIVE POWER	-0-
(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON			2,859,275
(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		[ ]	
(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		9.9	
(12) TYPE OF REPORTING PERSON*		IA	

SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFCATION NO. OF ABOVE PERSON		Harold J. Baxter 050-36-4305	
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		(A) (B)	[X] [ ]
(3) SEC USE ONLY			
(4) CITIZENSHIP OR PLACE OF ORGANIZATION		Pennsylvania	
NUMBER OF SHARES OWNED BY REPORTING PERSON WITH	(5)	SOLE VOTING POWER	-0-
	(6)	SHARED VOTING POWER	2,859,275
	(7)	SOLE DISPOSITVE POWER	2,859,275
	(8)	SHARED DIPOSITIVE POWER	-0-
(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON			2,859,275
(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			[X]
(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			9.9
(12) TYPE OF REPORTING PERSON*			OO

SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFCATION NO. OF ABOVE PERSON — Gary L. Pilgrim

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* — (A) [X] (B) [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION — Pennsylvania

NUMBER OF SHARES OWNED BY REPORTING PERSON WITH	(5)	SOLE VOTING POWER	-0-
	(6)	SHARED VOTING POWER	2,859,275
	(7)	SOLE DISPOSITVE POWER	2,859,275
	(8)	SHARED DIPOSITIVE POWER	-0-

(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON — 2,859,275

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* — [X]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) — 9.9

(12) TYPE OF REPORTING PERSON* — OO

SEE INSTRUCTIONS BEFORE FILLING OUT!

ITEM 1.
(a) NAME OF ISSUER Papa John's International, Inc.
(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
11492 Bluegrass Parkway, Suite 175, Louisville, KY 40299-2334

ITEM 2.
(a) NAME OF PERSON FILING Pilgrim Baxter & Associates
(b) ADDRESS OF PRINCIPAL BUSINESS OR, IF NONE, RESIDENCE
1255 Drummers Lane Suite 300, Wayne, PA 19087
(c) CITIZENSHIP Pennsylvania
(d) TITLE OF CLASS OF SECURITIES Common Stock
(e) CUSIP NUMBER 69881310

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-2(b), CHECK WHETHER THE PERSON FILING IS A:

(a) [ ] BROKER REGISTERED UNDER SECTION 15 OF THE ACT
(b) [ ] BANK AS DEFINED INSECTION 3(a)(6) OF THE ACT
(c) [ ] INSURANCE COMPANY AS DEFINED IN SECTION 3(a0(19) OF THE ACT
(d) [ ] INVESTMENT COMPANY REGISTERED UNDER SECTION 203 OF THE INVESTMENT ADVISERS ACT OF 1940
(e) [X] INVESTMENT ADVISER REGISTERED UNDER SECTION 203 OF THE INVESTMENT ADVISERS ACT OF 1940
(f) [ ] EMPLOYEE BENEFIT PLAN, PENSION FUND WHICH IS SUBJECT TO THE PROVISIONS OF THE EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974 OR ENDOWMENT FUND; SEE 240.13d-1(b)(1)(ii)(F)
(g) [ ] PARENT HOLDING COMPANY, IN ACCORDANCE WITH 240.13d-1(b)(ii)(G)
(NOTE: SEE ITEM 7)
(h) [ ] GROUP, IN ACCORDANCE WITH 240.13d-1(b)(1)(ii)(H)

ITEM 4. OWNERSHIP
(a) AMOUNT BENEFICIALLY OWNED 2,859,275
(b) PERCENT OF CLASS 9.9
(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:
(i) SOLE POWER TO VOTE OR DIRECT THE VOTE -0-
(ii) SHARED POWER TO VOTE OR DIRECT THE VOTE 2,859,275
(iii) SOLE POWER TO DISPOSE OR DIRECT THE DISPOSITION OF 2,859,275
(iv) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF -0-

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS
IF THIS STATEMENT IS BEING FILED TO REPORT THE FACT THAT AS OF THE DATE HEREOF THE REPORTING PERSON HAS CASUED TO BE THE BENEFICAL OWNER OF MORE THAN FIVE PERCENT OF THE CLASS OF SECURITIES, CHECK THE FOLLOWING [ ] .

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTING ON BY THE PARENT HOLDING COMPANY

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

ITEM 10. CERTIFICATION
THE FOLLOWING CERITIFCATION SHALL BE INCLUDED IF THE STATEMENT IS FILED PURSUANT
TO RULE 13d-1(b):
BY SIGNING BELOW I CERTIFY THAT, TO THE BEST OF MY KNOWLEDGE AND BELIEF, THE SECURITIES REFERRED TO ABOVE WERE ACQUIRED IN THE ORDINARY COURSE OF BUSINESS AND WERE NOT ACQUIRED FOR THE PURPOSE OF AND DO NOT HAVE THE EFFECT OF CHANGING OR INFLUENINCING THE CONTROL OF THE ISSUER OF SUCH SECURITIES AND WERE NOT ACQUIRED IN CONNECTION WITH OR AS A PARTICIPANT IN ANY TRANSACTION HAVING SUCH PURPOSES OR EFFECT.

SIGNATURE
AFTER REASONABLE INQUIRY AND TO THE BEST OF MY KNOWLEDGE AND BELIEF, I CERTIFY THAT THE INFORMATION SET FORTH IN THIS STATEMENT IS TRUE, COMPLETE AND CORRECT.

DATE: February 14, 1997
BY: /s/ Harold J. Baxter

TITLE: Chief Executive Officer
BY: /s/ Gary L. Pilgrim

TITLE: Chief Investment Officer

End of Filing

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