

COZADD BRUCE C
Form 4
January 13, 2012

FORM 4

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

OMB APPROVAL

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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 *
COZADD BRUCE C

2. Issuer Name and Ticker or Trading Symbol
JAZZ PHARMACEUTICALS INC
[JAZZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O JAZZ PHARMACEUTICALS, INC., 3180 PORTER DRIVE

01/11/2012

Chairman and CEO

(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

PALO ALTO, CA 94304

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/11/2012		M		\$ 148,218 A 15.09	437,229	D
Common Stock	01/11/2012		F ⁽¹⁾		\$ 93,725 D 48.6	343,504	D
Common Stock	01/11/2012		M		\$ 49,408 A 30.18	392,912	D
Common Stock	01/11/2012		F ⁽¹⁾		\$ 39,422 D 48.6	353,490	D
Common Stock	01/11/2012		M		\$ 49,408 A 45.27	402,898	D

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Common Stock	01/11/2012	F ⁽¹⁾	47,602	D	\$ 48.6	355,296	D
Common Stock	01/11/2012	M	28,079	A	\$ 19.37	383,375	D
Common Stock	01/11/2012	F ⁽¹⁾	17,477	D	\$ 48.6	365,898	D
Common Stock	01/11/2012	M	99,460	A	\$ 7.96	465,358	D
Common Stock	01/11/2012	F ⁽¹⁾	54,744	D	\$ 48.6	410,614	D
Common Stock	01/11/2012	M	199,818	A	\$ 1.25	610,432	D
Common Stock	01/11/2012	F ⁽¹⁾	96,014	D	\$ 48.6	514,418	D
Common Stock	01/11/2012	M	122,580	A	\$ 11.48	636,998	D
Common Stock	01/11/2012	F ⁽¹⁾	72,659	D	\$ 48.6	564,339	D
Common Stock	01/11/2012	M	140,000	A	\$ 27.46	704,339	D
Common Stock	01/11/2012	F ⁽¹⁾	107,528	D	\$ 48.6	596,811	D
Common Stock	11/16/2011	G	50,000	D	\$ 0	546,811	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to	\$ 15.09	01/11/2012		M	148,218	(²)	02/17/2014	Common Stock	148,218

buy)

Option (right to buy)	\$ 30.18	01/11/2012	M	49,408	<u>(3)</u>	02/17/2014	Common Stock	49,408
Option (right to buy)	\$ 45.27	01/11/2012	M	49,408	<u>(3)</u>	02/17/2014	Common Stock	49,408
Option (right to buy)	\$ 19.37	01/11/2012	M	28,079	<u>(4)(9)</u>	02/26/2017	Common Stock	28,079
Option (right to buy)	\$ 7.96	01/11/2012	M	99,460	<u>(5)(9)</u>	05/15/2018	Common Stock	99,460
Option (right to buy)	\$ 1.25	01/11/2012	M	199,818	<u>(6)(9)</u>	01/20/2019	Common Stock	199,818
Option (right to buy)	\$ 11.48	01/11/2012	M	122,580	<u>(7)(9)</u>	03/07/2020	Common Stock	122,580
Option (right to buy)	\$ 27.46	01/11/2012	M	140,000	<u>(8)(9)</u>	03/09/2021	Common Stock	140,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COZADD BRUCE C C/O JAZZ PHARMACEUTICALS, INC. 3180 PORTER DRIVE PALO ALTO, CA 94304	X		Chairman and CEO	

Signatures

/s/ Bruce C.
Cozadd

01/13/2012

**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) Represents shares withheld by the Issuer for cashless exercise of nonstatutory stock options solely to cover exercise price and required withholding taxes.
 - (2) This option, consisting of a nonstatutory stock option exercisable for 148,218 shares of common stock and an incentive stock option exercisable for 15,902 shares of common stock, vested one fourth on February 18, 2005, one eighth on August 18, 2005, and the

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remainder in 30 equal monthly installments thereafter.

- (3) This option, consisting of a nonstatutory stock option exercisable for 49,408 shares of common stock and an incentive stock option exercisable for 5,299 shares of common stock, vested one fourth on February 18, 2005, one eighth on August 18, 2005, and the remainder in 30 equal monthly installments thereafter.

- (4) This option, consisting of a nonstatutory stock option exercisable for 28,079 shares of common stock and an incentive stock option exercisable for 12,583 shares of common stock, has a vesting schedule of one third vested on February 27, 2010 and the remainder vesting in 24 equal monthly installments thereafter.

- (5) This option, consisting of a nonstatutory stock option exercisable for 99,460 shares of common stock and an incentive stock option exercisable for 7,040 shares of common stock, has a vesting schedule of one half vested on April 8, 2010 and the remainder vesting in 24 equal monthly installments thereafter.

- (6) This option, consisting of a nonstatutory stock option exercisable for 199,818 shares of common stock and an incentive stock option exercisable for 182 shares of common stock, has a vesting schedule of one third vested on January 21, 2010 and the remainder vesting in 24 equal monthly installments thereafter.

- (7) This option, consisting of a nonstatutory stock option exercisable for 122,580 shares of common stock and an incentive stock option exercisable for 17,420 shares of common stock, has a vesting schedule of one fourth vested on March 8, 2011 and the remainder vesting in 36 equal monthly installments thereafter.

- (8) This nonstatutory stock option has a vesting schedule of one fourth vesting on March 1, 2012 and the remainder vesting in 36 equal monthly installments thereafter.

- (9) On October 24, 2011, the Board of Directors of the Issuer approved the full vesting of unvested nonstatutory stock options held by the Issuer's officers and non-employee directors, including the Reporting Person. Such vesting acceleration became effective on December 13, 2011.

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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