

Jazz Pharmaceuticals plc
 Form 4
 November 10, 2014

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 *
WILSON KAREN J

(Last) (First) (Middle)

C/O JAZZ PHARMACEUTICALS
 PLC, CONNAUGHT HOUSE, 1
 BURLINGTON RD, FL. 4

(Street)

DUBLIN 4, L2

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Jazz Pharmaceuticals plc [JAZZ]

3. Date of Earliest Transaction
 (Month/Day/Year)
11/06/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, Finance & PAO

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

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 | | |
| Ordinary Shares | 11/06/2014 | | M | | 5,000 A \$ 46.83 | 26,713 | D |
| Ordinary Shares | 11/06/2014 | | M | | 2,000 A \$ 59.13 | 28,713 | D |
| Ordinary Shares | 11/06/2014 | | S | | 7,000 D \$ 170.1196 | 21,713 | D |
| Ordinary Shares | 11/06/2014 | | S | | 596 D \$ 170 | 21,117 | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Nonstatutory Stock Option (right to buy) | \$ 46.83 | 11/06/2014 | | M | 5,000 | <u>(1)</u> 08/08/2022 | Ordinary Shares | 5,000 |
| Nonstatutory Stock Option (right to buy) | \$ 59.13 | 11/06/2014 | | M | 2,000 | <u>(2)</u> 03/04/2023 | Ordinary Shares | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WILSON KAREN J C/O JAZZ PHARMACEUTICALS PLC CONNAUGHT HOUSE, 1 BURLINGTON RD, FL. 4 DUBLIN 4, L2 | | | SVP, Finance & PAO | |

Signatures

/s/ Larissa Schwartz as attorney in fact for Karen Wilson 11/10/2014

**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).

As of the date of this report, the remaining ordinary shares subject to this option are vested with respect to 625 shares and will vest with respect to 625 shares on December 9, 2014, with respect to 6,587 shares in equal monthly installments from January 9, 2015 to December 9, 2015 and with respect to 2,865 shares in equal monthly installments from January 9, 2016 to August 9, 2016.

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- (2) As of the date of this report, the remaining ordinary shares subject to this option will vest with respect to 250 shares on December 5, 2014 and with respect to 6,000 shares in equal monthly installments from January 5, 2015 to December 5, 2016.

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