

MOMTAZEE JAMES C

Form 4

January 13, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MOMTAZEE JAMES 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)  
01/11/2012

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

C/O KOHLBERG KRAVIS  
ROBERTS & CO. L.P., 2800 SAND  
HILL ROAD, SUITE 200

(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

MENLO PARK, CA 94025

(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 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)
Common Stock	01/11/2012		M	12,500 A \$ 8.23	12,500	D <sup>(2)</sup>	
Common Stock	01/11/2012		F <sup>(1)</sup>	2,116 D \$ 48.6	10,384	D <sup>(2)</sup>	
Common Stock	01/11/2012		M	12,500 A \$ 34.99	22,884	D <sup>(2)</sup>	
Common Stock	01/11/2012		F <sup>(1)</sup>	8,999 D \$ 48.6	13,885	D <sup>(2)</sup>	

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

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SEC 1474  
(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 (right to buy)	\$ 8.23	01/11/2012		M	12,500	<u>(3)</u> 08/25/2020	Common Stock	12,500
Option (right to buy)	\$ 34.99	01/11/2012		M	12,500	<u>(4)(5)</u> 11/04/2021	Common Stock	12,500

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

MOMTAZEE JAMES C  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
2800 SAND HILL ROAD, SUITE 200  
MENLO PARK, CA 94025

X

## Signatures

/s/ James C.  
Momtazee

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.

(2) The Reporting Person is a member of the Issuer's board of directors and is an executive of Kohlberg Kravis Roberts & Co. L.P. and/or one or more of its affiliates. The Reporting Person disclaims beneficial ownership of any securities beneficially owned by affiliates of

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Kohlberg Kravis Roberts & Co. L.P., except to the extent of his pecuniary interest therein.

- (3) This nonstatutory stock option vested in 12 equal monthly installments from August 15, 2010.
- (4) This nonstatutory stock option has a vesting schedule of 100% vesting in 12 equal monthly installments from August 15, 2011.

On October 24, 2011, the Board of Directors of the Issuer approved the full vesting of unvested nonstatutory stock options held by the

- (5) 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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