

Gamble Carol A
Form 4
January 18, 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 *
Gamble Carol A

(Last) (First) (Middle)

C/O JAZZ PHARMACEUTICALS
PLC, 45 FITZWILLIAM SQUARE

(Street)

DUBLIN 2, L2

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Jazz Pharmaceuticals plc [JAZZ]

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

01/18/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP and General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	01/18/2012		A ⁽¹⁾	82,213 A <u>(2)</u>	82,213	D	

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

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information contained in this form are not
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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)**

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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
Incentive Stock Option (right to buy)	\$ 15.09	01/18/2012		A ⁽¹⁾		14,538		⁽³⁾	02/17/2014	Ordinary Shares	14,538
Incentive Stock Option (right to buy)	\$ 30.18	01/18/2012		A ⁽¹⁾		4,845		⁽³⁾	02/17/2014	Ordinary Shares	4,845
Incentive Stock Option (right to buy)	\$ 45.27	01/18/2012		A ⁽¹⁾		4,845		⁽³⁾	02/17/2014	Ordinary Shares	4,845
Incentive Stock Option (right to buy)	\$ 19.37	01/18/2012		A ⁽¹⁾		11,579		⁽⁴⁾	02/26/2017	Ordinary Shares	11,579
Incentive Stock Option (right to buy)	\$ 7.96	01/18/2012		A ⁽¹⁾		3,752		⁽⁵⁾	05/15/2018	Ordinary Shares	3,752
Incentive Stock Option (right to buy)	\$ 1.25	01/18/2012		A ⁽¹⁾		2,229		⁽⁶⁾	01/20/2019	Ordinary Shares	2,229
Incentive Stock Option (right to buy)	\$ 11.48	01/18/2012		A ⁽¹⁾		14,961		⁽⁷⁾	03/07/2020	Ordinary Shares	14,961

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gamble Carol A C/O JAZZ PHARMACEUTICALS PLC 45 FITZWILLIAM SQUARE DUBLIN 2, L2			SVP and General Counsel	

Signatures

/s/ Carol A.
Gamble

01/18/2012

**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).

- Acquisition made in connection with the conversion of securities in the merger (the "Merger") pursuant to the Agreement and Plan of Merger and Reorganization by and among the Issuer, Jaguar Merger Sub Inc., Jazz Pharmaceuticals, Inc. and Seamus Mulligan, solely in his capacity as indemnitors' representative. The effective date of the Merger is January 18, 2012. This report is being filed by the
- (1) Reporting Person solely to report the acquisition of securities of the Issuer made in connection with the Merger. The Reporting Person has filed a separate Form 4 to reflect the corresponding disposition of securities of Jazz Pharmaceuticals, Inc. made in connection with the Merger.
 - (2) Received in exchange for an equal number of shares of Jazz Pharmaceuticals, Inc. common stock in connection with the Merger. On the effective date of the Merger, the closing price of JAZZ was \$47.34 per share.
 - (3) This option 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 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 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 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 has a vesting schedule of one fourth vested on March 8, 2011 and the remainder vesting in 36 equal monthly installments thereafter.
 - (8) Received in the Merger in exchange for an option to acquire the same number of shares of common stock of Jazz Pharmaceuticals, Inc. at the same exercise price and on substantially the same terms.

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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