

Jazz Pharmaceuticals plc
Form 4
March 03, 2014

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 *
WILSON KAREN J

(Last) (First) (Middle)

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

(Street)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2014

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 below) ____ Other (specify below)
SVP, Finance & PAO

DUBLIN 4, L2

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D) Price			
Ordinary Shares	02/27/2014		M		11,250	A \$ 46.83	32,582 ⁽¹⁾	D	
Ordinary Shares	02/27/2014		S		8,000	D \$ 167	24,582	D	
Ordinary Shares	02/27/2014		S		3,250	D \$ 166.2	21,332	D	
Ordinary Shares	02/27/2014		A ⁽²⁾		3,750	A \$ 0	25,082	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title or Number of Shares
Nonstatutory Stock Option (right to buy)	\$ 46.83	02/27/2014		M	11,250	(3) 08/08/2022	Ordinary Shares 11
Nonstatutory Stock Option (right to buy)	\$ 166.62	02/27/2014		A	6,853	(4) 02/26/2024	Ordinary Shares 6
Incentive Stock Option (right to buy)	\$ 166.62	02/27/2014		A	647	(4) 02/26/2024	Ordinary Shares 6

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

03/03/2014

__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).

(1) Includes 257 ordinary shares acquired under a Section 423 Employee Stock Purchase Plan on November 29, 2013.

(2) These restricted stock units are granted pursuant to the Issuer's 2011 Equity Incentive Plan. Each restricted stock unit represents a contingent right to receive one ordinary share upon the vesting of the unit. These units vest in four equal annual installments on the

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anniversary of the grant date, February 27, 2014.

- (3) This nonstatutory stock option is part of an option granted on August 9, 2012 that consisted of the nonstatutory stock option exercisable for 26,952 ordinary shares and an incentive stock option exercisable for 3,048 ordinary shares and has a vesting schedule of one fourth vested on August 9, 2013 and the remainder vesting in 36 equal monthly installments thereafter.

- (4) These two options are granted pursuant to the Issuer's 2011 Equity Incentive Plan. The ordinary shares subject to these two options vest over four years measured from the grant date, February 27, 2014, with 1/4th vesting on the first anniversary of the grant date and the remainder vesting in 36 equal monthly installments thereafter.

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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