

Jazz Pharmaceuticals plc
Form 4
April 11, 2017

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)

**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)

04/10/2017

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

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	04/10/2017		M ⁽¹⁾		4,750	A	\$ 59.13	27,158	D
Ordinary Shares	04/10/2017		S ⁽¹⁾		4,750	D	\$ 152.24	22,408	D
Ordinary Shares	04/10/2017		M ⁽¹⁾		6,708	A	\$ 46.83	29,116	D
Ordinary Shares	04/10/2017		S ⁽¹⁾		6,708	D	\$ 152.24	22,408	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
Non-Qualified Stock Option (right to buy)	\$ 46.83	04/10/2017		M ⁽¹⁾		6,708		⁽²⁾	08/08/2022	Ordinary Shares	6,708
Non-Qualified Stock Option (right to buy)	\$ 59.13	04/10/2017		M ⁽¹⁾		4,750		⁽³⁾	03/04/2023	Ordinary Shares	4,750

Reporting Owners

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

Signatures

By: /s/Peter A Christou, as attorney in fact For: Karen J.
Wilson

04/11/2017

 **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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

This non-qualified stock option is part of an option granted on August 9, 2012 that consisted of an incentive stock option exercisable for

(2) 3,048 ordinary shares and this non-qualified stock option exercisable for 26,952 ordinary shares. The options were fully vested as of August 9, 2016.

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This non-qualified stock option is part of an option granted on March 5, 2013 that consisted of an incentive stock option exercisable for (3) 750 ordinary shares and this non-qualified stock option exercisable for 11,250 ordinary shares. The options were fully vested as of March 5, 2017.

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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