

O'Keefe Kenneth W
 Form 4
 August 13, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 O'Keefe Kenneth W
 (Last) (First) (Middle)
 C/O BEECKEN PETTY O' KEEFE
 & COMPANY, 131 DEARBORN
 ST., SUITE 2800

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/09/2012

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

(Street)
 CHICAGO, IL 60603

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

(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 (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)
				(A) or (D) Code V Amount (D) Price			
Ordinary Shares	08/09/2012		A ⁽¹⁾	2,250 A \$ 0	2,250	D	
Ordinary Shares					861,212	I	By Fund II and Fund II GP (as defined in footnote 2) <u>(2)</u>

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 (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. F. Derivative Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Option (right to buy)	\$ 46.83	08/09/2012		A	4,500	(3)	08/08/2022	Ordinary Shares	4,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

O'Keefe Kenneth W
C/O BEECKEN PETTY O' KEEFE & COMPANY
131 DEARBORN ST., SUITE 2800
CHICAGO, IL 60603

X

Signatures

/s/ Peter Soparkar as attorney in fact for Kenneth W. O'Keefe

08/13/2012

__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).

- These restricted stock units are granted pursuant to the Issuer's 2007 Equity Incentive Plan. Each restricted stock unit represents a
- (1) contingent right to receive one ordinary share upon the vesting of the unit. These units will vest in full on August 9, 2013. Upon vesting of the units and delivery of shares, such ordinary shares will be held for the benefit of Beecken Petty O'Keefe & Company II, L.P.
 - (2) Beecken Petty O'Keefe Fund II, L.P., Beecken Petty O'Keefe QP Fund II, L.P. and Beecken Petty O'Keefe Executive Fund II, L.P. as tenants in common (collectively, "Fund II") and Beecken Petty O'Keefe & Company II, L.P. (the "Fund II GP") are the holders. The Fund II GP is the general partner of Fund II and Beecken Petty O'Keefe & Company, LLC is the general partner of the Fund II GP. The Reporting Person is a partner at Beecken Petty O'Keefe & Company, LLC and shares voting and investment power over the shares held

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by Fund II and the Fund II GP. The Reporting Person disclaims beneficial ownership of the shares held by Fund II and the Fund II GP except to the extent of his proportionate pecuniary interest therein.

- This option is granted pursuant to the Issuer's 2007 Equity Incentive Plan and consists of a nonstatutory stock option exercisable for 4,500
- (3) ordinary shares. This option vests in 12 monthly installments over one year from the grant date, August 9, 2012. Upon exercise, such ordinary shares will be held for the benefit of Beecken Petty O'Keefe & Company II, L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.