

Jazz Pharmaceuticals plc
Form 4
June 03, 2015

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)

06/01/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, Finance & PAO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	06/01/2015		M	1,500	A \$ 59.13	27,399 ⁽¹⁾	D
Ordinary Shares	06/01/2015		S	1,500	D \$ 179.75	25,899	D
Ordinary Shares	06/01/2015		M	3,994	A \$ 46.83	29,893	D
Ordinary Shares	06/01/2015		S	3,994	D \$ 179.5	25,899	D
Ordinary Shares	06/02/2015		S	257	D \$ 180	25,642	D

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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 (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)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 46.83	06/01/2015		M	3,994	<u>(2)</u> 08/08/2022	Ordinary Shares	3,994
Non-Qualified Stock Option (right to buy)	\$ 59.13	06/01/2015		M	1,500	<u>(3)</u> 03/04/2023	Ordinary Shares	1,500

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/ Larissa Schwartz as attorney in fact For: Karen Wilson

06/03/2015

**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 May 29, 2015.

(2) As of the date of this report, the remaining ordinary shares subject to this option will vest with respect to 3,843 shares in equal monthly installments from June 9, 2015 to December 9, 2015 and with respect to 2,865 shares in equal monthly installments from January 9, 2016

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to August 9, 2016.

- (3) As of the date of this report, the remaining ordinary shares subject to this option will vest in equal monthly installments from June 5, 2015 to December 5, 2016.

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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