

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>O'Keefe Kenneth W</u>  (Last) (First) (Middle) <u>C/O BEECKEN PETTY O' KEEFE &amp; COMPANY</u> <u>131 DEARBORN ST., SUITE 2800</u>  (Street) <u>CHICAGO IL 60603</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>JAZZ PHARMACEUTICALS INC [ JAZZ ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/15/2008</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>08/19/2008</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option (right to buy)	\$7.84	08/15/2008		A		10,000		(1)	08/15/2018	Common Stock	10,000	\$0 <sup>(2)</sup>	10,000	D	
Phantom Stock	<sup>(3)</sup>	08/15/2008		A		5,739		<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	5,739	\$7.84	10,003 <sup>(4)</sup>	D	

**Explanation of Responses:**

- The option shares shall vest in a series of twelve (12) successive equal monthly installments upon completion of each month of Continuous Service (as defined under the Issuer's 2007 Non-Employee Directors Stock Option Plan) over the one (1)- year period measured from the date of the grant, August 15, 2008.
- On August 19, 2008, a voluntary Form 4 was filed and incorrectly stated the price of the derivative security. Accordingly, this amendment is being filed to correct this error in the original Form 4.
- Each share of phantom stock is the economic equivalent of one share of the Issuer's common stock. The shares of phantom stock become payable in common stock upon the earlier to occur on the tenth (10th) business day following (i) the Reporting Person's separation from service as a director or (ii) a Change of Control (as defined under the Issuer's Directors Deferred Compensation Plan).
- On August 19, 2008, a voluntary Form 4 was filed and incorrectly stated the number of shares of derivative securities beneficially owned following the reported transaction. Accordingly, this amendment is being filed to correct this error in the original Form 4.

**Remarks:**

/s/ Carol A. Gamble, as  
Attorney-in-Fact for Kenneth W. O'Keefe      08/19/2008

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.