

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>CRESSEY BRYAN C</u> (Last) (First) (Middle) <u>C/O THOMA CRESSEY BRAVO, SEARS TOWER</u> <u>92ND FLOOR, 233 SOUTH WALKER DRIVE</u> (Street) <u>CHICAGO IL 60606</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>07/21/2008</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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			
Common Stock	07/21/2008		P		301,870	A	(1)	2,259,250	I	By Thoma Cressey Fund VII, L.P. (2)
Common Stock	07/21/2008		P		4,713	A	(3)	35,275	I	By Thoma Cressey Friends Fund VII, L.P. (4)

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	Amount or Number of Shares				
Common Stock Warrant (right to buy)	\$7.37	07/21/2008		P		135,841		01/21/2009	07/21/2014	Common Stock	135,841	(1)	135,841	I	By Thoma Cressey Fund VII, L.P. (2)
Common Stock Warrant (right to buy)	\$7.37	07/21/2008		P		2,121		01/21/2009	07/21/2014	Common Stock	2,121	(3)	2,121	I	By Thoma Cressey Friends Fund VII, L.P. (4)

Explanation of Responses:

- The reported securities are included within 301,870 units purchased by Thoma Cressey Fund VII, L.P. for \$6.75625 per unit. Each unit consists of one share of Common Stock and one warrant to purchase 0.45 of a share of Common Stock.
- The shares are owned by Thoma Cressey Fund VII, L.P. Thoma Cressey Bravo, Inc. is the general partner of Thoma Cressey Fund VII, L.P. Bryan C. Cressey is a partner of Thoma Cressey Bravo, Inc. and shares voting and investment power over the shares held by Thoma Cressey Fund VII, L.P. The Reporting Person disclaims beneficial ownership of the shares held by Thoma Cressey Fund VII, L.P. except to the extent of his proportionate pecuniary interest therein.
- The reported securities are included within 4,713 units purchased by Thoma Cressey Friends Fund VII, L.P. for \$6.75625 per unit. Each unit consists of one share of Common Stock and one warrant to purchase 0.45 of a share of Common Stock.
- The shares are owned by Thoma Cressey Friends Fund VII, L.P. Thoma Cressey Bravo, Inc. is the general partner of Thoma Cressey Friends Fund VII, L.P. Bryan C. Cressey is a partner of Thoma Cressey Bravo, Inc. and shares voting and investment power over the shares held by Thoma Cressey Friends Fund VII, L.P. The Reporting Person disclaims beneficial ownership of the shares held by Thoma Cressey Friends Fund VII, L.P. except to the extent of his proportionate pecuniary interest therein.

Remarks:

/s/ Carol A. Gamble, as
Attorney-in-Fact for Bryan C. Cressey 07/21/2008

** 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.