

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>COZADD BRUCE C</u>  (Last) (First) (Middle) <u>C/O JAZZ PHARMACEUTICALS, INC.</u> <u>3180 PORTER DRIVE</u>  (Street) <u>PALO ALTO CA 94304</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/11/2012</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 <input type="checkbox"/> 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	01/11/2012		M		148,218	A	\$15.09	437,229	D	
Common Stock	01/11/2012		F <sup>(1)</sup>		93,725	D	\$48.6	343,504	D	
Common Stock	01/11/2012		M		49,408	A	\$30.18	392,912	D	
Common Stock	01/11/2012		F <sup>(1)</sup>		39,422	D	\$48.6	353,490	D	
Common Stock	01/11/2012		M		49,408	A	\$45.27	402,898	D	
Common Stock	01/11/2012		F <sup>(1)</sup>		47,602	D	\$48.6	355,296	D	
Common Stock	01/11/2012		M		28,079	A	\$19.37	383,375	D	
Common Stock	01/11/2012		F <sup>(1)</sup>		17,477	D	\$48.6	365,898	D	
Common Stock	01/11/2012		M		99,460	A	\$7.96	465,358	D	
Common Stock	01/11/2012		F <sup>(1)</sup>		54,744	D	\$48.6	410,614	D	
Common Stock	01/11/2012		M		199,818	A	\$1.25	610,432	D	
Common Stock	01/11/2012		F <sup>(1)</sup>		96,014	D	\$48.6	514,418	D	
Common Stock	01/11/2012		M		122,580	A	\$11.48	636,998	D	
Common Stock	01/11/2012		F <sup>(1)</sup>		72,659	D	\$48.6	564,339	D	
Common Stock	01/11/2012		M		140,000	A	\$27.46	704,339	D	
Common Stock	01/11/2012		F <sup>(1)</sup>		107,528	D	\$48.6	596,811	D	
Common Stock	11/16/2011		G		50,000	D	\$0	546,811	D	

**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				
Option (right to buy)	\$15.09	01/11/2012		M			148,218	(2)	02/17/2014	Common Stock	148,218	\$0	15,902	D	
Option (right to buy)	\$30.18	01/11/2012		M			49,408	(3)	02/17/2014	Common Stock	49,408	\$0	5,299	D	
Option (right to buy)	\$45.27	01/11/2012		M			49,408	(3)	02/17/2014	Common Stock	49,408	\$0	5,299	D	
Option (right to buy)	\$19.37	01/11/2012		M			28,079	(4)(9)	02/26/2017	Common Stock	28,079	\$0	12,583	D	

**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				
Option (right to buy)	\$7.96	01/11/2012		M			99,460	(5)(9)	05/15/2018	Common Stock	99,460	\$0	7,040	D	
Option (right to buy)	\$1.25	01/11/2012		M			199,818	(6)(9)	01/20/2019	Common Stock	199,818	\$0	182	D	
Option (right to buy)	\$11.48	01/11/2012		M			122,580	(7)(9)	03/07/2020	Common Stock	122,580	\$0	17,420	D	
Option (right to buy)	\$27.46	01/11/2012		M			140,000	(8)(9)	03/09/2021	Common Stock	140,000	\$0	0	D	

**Explanation of Responses:**

- Represents shares withheld by the Issuer for cashless exercise of nonstatutory stock options solely to cover exercise price and required withholding taxes.
- This option, consisting of a nonstatutory stock option exercisable for 148,218 shares of common stock and an incentive stock option exercisable for 15,902 shares of common stock, vested one fourth on February 18, 2005, one eighth on August 18, 2005, and the remainder in 30 equal monthly installments thereafter.
- This option, consisting of a nonstatutory stock option exercisable for 49,408 shares of common stock and an incentive stock option exercisable for 5,299 shares of common stock, vested one fourth on February 18, 2005, one eighth on August 18, 2005, and the remainder in 30 equal monthly installments thereafter.
- This option, consisting of a nonstatutory stock option exercisable for 28,079 shares of common stock and an incentive stock option exercisable for 12,583 shares of common stock, has a vesting schedule of one third vested on February 27, 2010 and the remainder vesting in 24 equal monthly installments thereafter.
- This option, consisting of a nonstatutory stock option exercisable for 99,460 shares of common stock and an incentive stock option exercisable for 7,040 shares of common stock, has a vesting schedule of one half vested on April 8, 2010 and the remainder vesting in 24 equal monthly installments thereafter.
- This option, consisting of a nonstatutory stock option exercisable for 199,818 shares of common stock and an incentive stock option exercisable for 182 shares of common stock, has a vesting schedule of one third vested on January 21, 2010 and the remainder vesting in 24 equal monthly installments thereafter.
- This option, consisting of a nonstatutory stock option exercisable for 122,580 shares of common stock and an incentive stock option exercisable for 17,420 shares of common stock, has a vesting schedule of one fourth vested on March 8, 2011 and the remainder vesting in 36 equal monthly installments thereafter.
- This nonstatutory stock option has a vesting schedule of one fourth vesting on March 1, 2012 and the remainder vesting in 36 equal monthly installments thereafter.
- On October 24, 2011, the Board of Directors of the Issuer approved the full vesting of unvested nonstatutory stock options held by the Issuer's officers and non-employee directors, including the Reporting Person. Such vesting acceleration became effective on December 13, 2011.

**Remarks:**

/s/ Bruce C. Cozadd

01/13/2012

\*\* 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.

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