

O'Keefe Kenneth W
 Form 4
 August 13, 2012

FORM 4

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

OMB APPROVAL

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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
 (City) (State) (Zip)

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

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) ⁽²⁾

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

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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.

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