

Jazz Pharmaceuticals plc
Form 4
January 15, 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 *
Hooper Suzanne Sawochka

(Last) (First) (Middle)

C/O JAZZ PHARMACEUTICALS
PLC, 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)

01/13/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP and General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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(A) Code (Instr. 8)	4. Securities Acquired 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	12/05/2014		G	V 220 D \$ 0	47,575	D	
Ordinary Shares	01/13/2015		M	1,851 A \$ 46.83	49,426	D	
Ordinary Shares	01/13/2015		S ⁽¹⁾	1,851 D \$ 161.73	47,575	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Nonstatutory Stock Option (right to buy)	\$ 46.83	01/13/2015		M	1,851	<u>(2)</u> 08/08/2022	Ordinary Shares 1,851

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hooper Suzanne Sawochka C/O JAZZ PHARMACEUTICALS PLC CONNAUGHT HOUSE, 1 BURLINGTON RD, FL. 4 DUBLIN 4, L2	EVP and General Counsel

Signatures

/s/ Larissa Schwartz as attorney in fact for Suzanne Sawochka
Hooper

01/15/2015

____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) The transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

As of the date of this report, the remaining ordinary shares subject to this option are vested with respect to 28,790 shares and will vest
(2) with respect to 14,085 shares in equal monthly installments from February 9, 2015 to December 9, 2015 and with respect to 9,532 shares in equal monthly installments from January 9, 2016 to August 9, 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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