

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 * SEBULSKY ALAN (Last) (First) (Middle) C/O JAZZ PHARMACEUTICALS, INC. 3180 PORTER DRIVE (Street) PALO ALTO CA 94304 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol JAZZ PHARMACEUTICALS INC [JAZZ] | 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) 12/14/2011 | |
| | 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 | 12/14/2011 | | M | | 9,036 | A | \$15.09 | 37,288 | D | |
| Common Stock | 12/14/2011 | | F ⁽¹⁾ | | 3,896 | D | \$34.99 | 33,392 | D | |
| Common Stock | 12/14/2011 | | M | | 17,500 | A | \$18 | 50,892 | D | |
| Common Stock | 12/14/2011 | | F ⁽¹⁾ | | 9,002 | D | \$34.99 | 41,890 | D | |
| Common Stock | 12/14/2011 | | M | | 10,000 | A | \$12.75 | 51,890 | D | |
| Common Stock | 12/14/2011 | | F ⁽¹⁾ | | 3,643 | D | \$34.99 | 48,247 | D | |
| Common Stock | 12/14/2011 | | M | | 10,000 | A | \$7.84 | 58,247 | D | |
| Common Stock | 12/14/2011 | | F ⁽¹⁾ | | 2,240 | D | \$34.99 | 56,007 | D | |
| Common Stock | 11/23/2011 | | G | | 1,252 | D | \$0 | 54,755 | D | |
| Common Stock | 12/15/2011 | | G | | 400 | D | \$0 | 54,355 | 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 | | | | | | Amount or Number of Shares |
| Option (right to buy) | \$15.09 | 12/14/2011 | | M | | | 9,036 | (2) | 09/14/2014 | Common Stock | 9,036 | \$0 | 0 | D | |
| Option (right to buy) | \$18 | 12/14/2011 | | M | | | 17,500 | (3) | 05/30/2017 | Common Stock | 17,500 | \$0 | 0 | D | |
| Option (right to buy) | \$12.75 | 12/14/2011 | | M | | | 10,000 | (4) | 08/14/2017 | Common Stock | 10,000 | \$0 | 0 | D | |
| Option (right to buy) | \$7.84 | 12/14/2011 | | M | | | 10,000 | (5) | 08/14/2018 | Common Stock | 10,000 | \$0 | 0 | D | |

Explanation of Responses:

- Represents shares withheld by the Issuer for cashless exercise of options.
- The option had a vesting schedule of one fourth vested on July 13, 2005, one fourth vested on July 13, 2006, one fourth vested on July 13, 2007 and the remainder vested on July 13, 2008.
- The option had a vesting schedule of one third vested on May 31, 2008 and the remainder vested in 24 equal monthly installments thereafter.
- The option vested in 12 equal monthly installments from August 15, 2007.
- The option vested in 12 equal monthly installments from August 15, 2008.

Remarks:

/s/ Alan Sebulsky

12/16/2011

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.