

**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	
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<b>1. Name and Address of Reporting Person*</b> <u>CRESSEY BRYAN C</u>  (Last) (First) (Middle) <u>C/O CRESSEY &amp; CO LP</u> <u>155 N. WACKER DR., SUITE 4500</u>  (Street) <u>CHICAGO CA 60603</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>JAZZ PHARMACEUTICALS INC [ JAZZ ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>01/11/2012</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <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	01/11/2012		M		10,000	A	\$12.75	10,000	D	
Common Stock	01/11/2012		F <sup>(1)</sup>		2,623	D	\$48.6	7,377	D	
Common Stock	01/11/2012		M		10,000	A	\$7.84	17,377	D	
Common Stock	01/11/2012		F <sup>(1)</sup>		1,613	D	\$48.6	15,764	D	
Common Stock	01/11/2012		M		10,000	A	\$6.33	25,764	D	
Common Stock	01/11/2012		F <sup>(1)</sup>		1,302	D	\$48.6	24,462	D	
Common Stock	01/11/2012		M		12,500	A	\$8.23	36,962	D	
Common Stock	01/11/2012		F <sup>(1)</sup>		2,116	D	\$48.6	34,846	D	
Common Stock	01/11/2012		M		12,500	A	\$34.99	47,346	D	
Common Stock	01/11/2012		F <sup>(1)</sup>		8,999	D	\$48.6	38,347	D	
Common Stock	01/13/2012		X		135,841	A	\$7.37	2,395,091	I	By Thoma Cressey Fund VII, L.P. <sup>(2)</sup>
Common Stock	01/13/2012		S <sup>(3)</sup>		112,844	D	\$43.535	2,282,247	I	By Thoma Cressey Fund VII, L.P. <sup>(2)</sup>
Common Stock	01/13/2012		X		2,121	A	\$7.37	37,396	I	By Thoma Cressey Friends Fund VII, L.P. <sup>(4)</sup>
Common Stock	01/13/2012		S <sup>(3)</sup>		1,761	D	\$43.535	35,635	I	By Thoma Cressey Friends Fund VII, L.P. <sup>(4)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)
Option (right to buy)	\$12.75	01/11/2012		M	10,000	(5)	Common Stock	\$0	0	D	
Option (right to buy)	\$7.84	01/11/2012		M	10,000	(6)	Common Stock	\$0	0	D	
Option (right to buy)	\$6.33	01/11/2012		M	10,000	(7)	Common Stock	\$0	0	D	
Option (right to buy)	\$8.23	01/11/2012		M	12,500	(8)	Common Stock	\$0	0	D	
Option (right to buy)	\$34.99	01/11/2012		M	12,500	(9)(10)	Common Stock	\$0	0	D	
Common Stock Warrant (right to buy)	\$7.37	01/13/2012		X	135,841	01/21/2009	Common Stock	\$0	0	I	By Thoma Cressey Fund VII, L.P. <sup>(2)</sup>
Common Stock Warrant (right to buy)	\$7.37	01/13/2012		X	2,121	01/21/2009	Common Stock	\$0	0	I	By Thoma Cressey Friends Fund VII, L.P. <sup>(4)</sup>

**Explanation of Responses:**

- Represents shares withheld by the Issuer for cashless exercise of nonstatutory stock options solely to cover exercise price.
- 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.
- Represents shares withheld by the Issuer for cashless exercise of the warrant pursuant to the terms of the warrant.
- 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.
- This nonstatutory stock option vested in 12 equal monthly installments from August 15, 2007.
- This nonstatutory stock option vested in 12 equal monthly installments from August 15, 2008.
- This nonstatutory stock option vested in 12 equal monthly installments from August 17, 2009.
- This nonstatutory stock option vested in 12 equal monthly installments from August 15, 2010.
- This nonstatutory stock option has a vesting schedule of 100% vesting in 12 equal monthly installments from August 15, 2011.
- 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/ Carol A. Gamble as attorney-in-fact for Bryan C. Cressey 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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