

DesJardin Michael A.
Form 3
February 16, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â DesJardin Michael A. | | (Month/Day/Year) | JAZZ PHARMACEUTICALS INC [JAZZ] | |
| (Last) | (First) | (Middle) | 02/08/2011 | |
| C/O JAZZ PHARMACEUTICALS, INC.,Â 3180 PORTER DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| PALO ALTO,Â CAÂ 94304 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, Product Development | | 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 |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 10,371 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------|------------------|-----------------|--------------|----------------------------|---------------|---------------------------------------|---|
| Option (right to buy) | Â <u>(1)</u> | 09/14/2014 | Common Stock | 13,554 | \$ 15.09 | D | Â |
| Option (right to buy) | Â <u>(2)</u> | 02/07/2016 | Common Stock | 3,163 | \$ 16.6 | D | Â |
| Option (right to buy) | Â <u>(3)</u> | 08/12/2017 | Common Stock | 25,527 | \$ 13.25 | D | Â |
| Option (right to buy) | Â <u>(4)</u> | 05/15/2018 | Common Stock | 25,000 | \$ 7.96 | D | Â |
| Option (right to buy) | Â <u>(5)</u> | 01/20/2019 | Common Stock | 70,000 | \$ 1.25 | D | Â |
| Option (right to buy) | Â <u>(6)</u> | 03/07/2020 | Common Stock | 35,000 | \$ 11.48 | D | Â |
| Restricted Stock Units | Â <u>(7)</u> | 08/13/2011 | Common Stock | 709 | \$ <u>(8)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DesJardin Michael A. C/O JAZZ PHARMACEUTICALS, INC. 3180 PORTER DRIVE PALO ALTO, CA 94304 | Â | Â | Â SVP, Product Development | Â |

Signatures

/s/ Michael A.
DesJardin 02/16/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This option vested over four years measured from the vesting commencement date, July 12, 2004, with 1/4th vested on the first anniversary of the vesting commencement date and the remainder vested in 36 equal monthly installments thereafter.
 - (2) This option vested over four years measured from the vesting commencement date, February 8, 2006, in 48 equal monthly installments.
 - (3) This option vests over four years measured from the vesting commencement date, August 13, 2007, with 1/4th vesting on the first anniversary of the vesting commencement date and the remainder vesting in 36 equal monthly installments thereafter.
 - (4) This option vests over four years measured from the vesting commencement date, May 7, 2008, with 1/4th vesting on the first anniversary of the vesting commencement date and the remainder vesting in 36 equal monthly installments thereafter.
 - (5)

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This option vests over three years measured from the vesting commencement date, January 21, 2009, with 1/3rd vesting on the first anniversary of the vesting commencement date and the remainder vesting in 24 equal monthly installments thereafter.

- (6) This option vests over four years measured from the vesting commencement date, March 8, 2010, with 1/4th vesting on the first anniversary of the vesting commencement date and the remainder vesting in 36 equal monthly installments thereafter.
- (7) 100% of the restricted stock units are scheduled to vest on August 13, 2011, assuming continued employment through the vesting date.
- (8) Each restricted stock unit represents a contingent right to receive one share of common stock upon the vesting of the unit.

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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