

O'Keefe Kenneth W
 Form 4
 August 31, 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]

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/30/2012

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

(Street)

 CHICAGO, IL 60603

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

(City) (State) (Zip)

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	(D)	Price			
Ordinary Shares	08/30/2012		S		200,000	D	\$ 45.32 <u>(1) (2)</u>	661,212	I	By Fund II and Fund II GP (as defined in footnote 3) <u>(3)</u>
Ordinary Shares							2,250 <u>(4)</u>		D	

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.

- Represents 2,250 restricted stock units granted pursuant to the Issuer's 2007 Equity Incentive Plan. Each restricted stock unit represents a
- (4) contingent right to receive one ordinary share upon the vesting of the unit. These units will vest in full on August 9, 2013. Upon vesting of the units and delivery of shares, 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.