

JAZZ PHARMACEUTICALS INC

Form 4/A

August 19, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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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 \*  
SEBULSKY ALAN2. Issuer Name and Ticker or Trading  
Symbol  
JAZZ PHARMACEUTICALS INC  
[JAZZ]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)C/O JAZZ PHARMACEUTICALS,  
INC., 3180 PORTER DRIVE4. If Amendment, Date Original  
Filed(Month/Day/Year)  
08/19/20086. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

PALO ALTO, CA 94304

(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			

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

**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 control  
number.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 7.84	08/15/2008	A		10,000		<u>(1)</u>	08/15/2018	Common Stock	10,000
Phantom Stock	<u>(3)</u>	08/15/2008	A		3,826		<u>(3)</u>	<u>(3)</u>	Common Stock	3,826

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SEBULSKY ALAN C/O JAZZ PHARMACEUTICALS, INC. 3180 PORTER DRIVE PALO ALTO, CA 94304	X

## Signatures

/s/ Carol A. Gamble, as Attorney-in-Fact for Alan M. Sebulsky

08/19/2008

\_\_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).

- The option shares shall vest in a series of twelve (12) successive equal monthly installments upon completion of each month of
- (1) Continuous Service (as defined under the Issuer's 2007 Non-Employee Directors Stock Option Plan) over the one (1)- year period measured from the date of the grant, August 15, 2008.
  - (2) On August 19, 2008, a voluntary Form 4 was filed and incorrectly stated the price of the derivative security. Accordingly, this amendment is being filed to correct this error in the original Form 4.
  - (3) Each share of phantom stock is the economic equivalent of one share of the Issuer's common stock. The shares of phantom stock become payable in common stock upon the earlier to occur on the tenth (10th) business day following (i) the Reporting Person's separation from service as a director or (ii) a Change of Control (as defined under the Issuer's Directors Deferred Compensation Plan).
  - (4) On August 19, 2008, a voluntary Form 4 was filed and incorrectly stated the number of shares of derivative securities beneficially owned following the reported transaction. Accordingly, this amendment is being filed to correct this error in the original Form 4.

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.