

JAZZ PHARMACEUTICALS INC
 Form 3
 May 31, 2007

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 *
 Â MYERS ROBERT M
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 05/31/2007

3. Issuer Name and Ticker or Trading Symbol
 JAZZ PHARMACEUTICALS INC [JAZZ]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O JAZZ
 PHARMACEUTICALS,
 INC,Â 3180 PORTER DRIVE
 (Street)

(Check all applicable)

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

PALO ALTO,Â CAÂ 94304
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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	94,650 ⁽¹⁾	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)	
Series B Preferred Stock	Â (2)	Â (2)	Common Stock	46,385	\$ 0 (2)	D	Â
Employee Stock Option (right to buy)	Â (3)	02/17/2014	Common Stock	273,534	\$ 0 (4)	D	Â
Employee Stock Option (right to buy)	Â (5)	02/26/2017	Common Stock	31,625	\$ 19.37	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MYERS ROBERT M C/O JAZZ PHARMACEUTICALS, INC 3180 PORTER DRIVE PALO ALTO, CA 94304	Â	Â	Â President	Â

Signatures

/s/ Robert M. Myers
05/31/2007

**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) Includes 3,064 shares subject to the Issuer's unvested share repurchase right as of May 30, 2007.
 - (2) The Issuer's Preferred Stock will automatically convert into Common Stock on a one-for-one basis upon the closing of the Issuer's initial public offering and has no expiration date.
Twenty-five percent (25%) of the option shares vest on February 18, 2005, twelve and one-half percent (12.5%) of the option shares vest on August 18, 2005 and one-forty-eighth (1/48th) of the option shares vest in equal monthly installments over the following thirty months.
 - (3) 164,120 of the option shares have an exercise price \$15.09 per share, 54,707 of the option shares have an exercise price of \$30.18 per share and 54,707 of the option shares have an exercise price of \$45.27 per share.
 - (4) One-third (1/3rd) of the option shares vest on February 27, 2010 and the remaining two thirds (2/3rd) of the option shares vest in equal monthly installments over the following twenty-four months.
 - (5)

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.