

Eller Mark G.
Form 3
February 16, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

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 Eller Mark G.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/08/2011

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)

(Check all applicable)

___ Director ___ 10% Owner

☒ X ___ Officer ___ Other

(give title below) (specify below)

SVP, Research & Clinical Dev.

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ X ___ Form filed by One Reporting
Person

___ Form filed by More than One
Reporting Person

C/O JAZZ
PHARMACEUTICALS,
INC.,Â 3180 PORTER DRIVE

(Street)

PALO ALTO,Â CAÂ 94304

(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)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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)

Date
Exercisable

Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Option (right to buy)	Â (1)	06/14/2015	Common Stock	14,457	\$ 15.09	D	Â
Option (right to buy)	Â (2)	08/12/2017	Common Stock	4,659	\$ 13.25	D	Â
Option (right to buy)	Â (3)	05/15/2018	Common Stock	9,377	\$ 7.96	D	Â
Option (right to buy)	Â (4)	01/20/2019	Common Stock	27,223	\$ 1.25	D	Â
Option (right to buy)	Â (5)	03/07/2020	Common Stock	35,000	\$ 11.48	D	Â
Restricted Stock Units	Â (6)	08/13/2011	Common Stock	690	\$ (7)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eller Mark G. C/O JAZZ PHARMACEUTICALS, INC. 3180 PORTER DRIVE PALO ALTO, CA 94304	Â	Â	Â SVP, Research & Clinical Dev.	Â

Signatures

/s/ Mark G. Eller,
Ph.D. 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, May 9, 2005, with 1/4th vested on the first anniversary of the vesting commencement date and the remainder vested in 36 equal monthly installments thereafter.
This option, originally covering 19,615 shares, 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, and was exercised in part prior to the date hereof.
- (2) This option, originally covering 25,000 shares, 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, and was exercised in part prior to the date hereof.
- (3) This option, originally covering 70,000 shares, 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, and was exercised in part prior to the date hereof.
- (4)
- (5)

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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.

- (6) 100% of the restricted stock units are scheduled to vest on August 13, 2011, assuming continued employment through the vesting date.
- (7) 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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