#### FROST PHILLIP MD ET AL

Form 4

August 22, 2012

## FORM 4

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

OMB APPROVAL
OMB
Number: 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * FROST PHILLIP MD ET AL | 2. Issuer Name <b>and</b> Ticker or Trading Symbol Opko Health, Inc. [OPK] | 5. Relationship of Reporting Person(s) to Issuer  |  |  |
|--|--|---|--|--|
| (Last) (First) (Middle)  OPKO HEALTH, INC., 4400 BISCAYNE BLVD.  | 3. Date of Earliest Transaction (Month/Day/Year) 08/21/2012                | (Check all applicable)  _X_ Director  |  |  |
| (Street)   | 4. If Amendment, Date Original Filed(Month/Day/Year)                       | 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person |  |  |
| MIAMI, FL 33137  |  | _X_ Form filed by More than One Reporting<br>Person   |  |  |

| (City)                               | (State)                              | (Zip) Tab   | le I - Non-                            | Derivative                          | Secui   | rities Acqui | ired, Disposed of,   | or Beneficiall   | y Owned   |
|--------------------------------------|--------------------------------------|---|--|-------------------------------------|---------|--------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securition Dispose (Instr. 3, 4) | ed of ( | ` ′          | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common<br>Stock                      | 08/21/2012                           |   | P                                      | 3,300                               | A       | \$<br>4.2757 | 115,583,154  | I  | See Footnote (1)                                      |
| Common<br>Stock                      | 08/21/2012                           |   | P                                      | 16,300                              | A       | \$<br>4.2804 | 115,599,454  | I  | See Footnote (1)                                      |
| Common<br>Stock                      | 08/21/2012                           |   | P                                      | 19,300                              | A       | \$<br>4.2902 | 115,618,754  | I  | See Footnote (1)                                      |
| Common<br>Stock                      | 08/21/2012                           |   | P                                      | 12,600                              | A       | \$ 4.3       | 115,631,354  | I  | See<br>Footnote                                       |

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|                 |            |   |        |   |              |             |   | (1)              |
|-----------------|------------|---|--------|---|--------------|-------------|---|------------------|
| Common<br>Stock | 08/21/2012 | P | 3,803  | A | \$ 4.31      | 115,635,157 | I | See Footnote     |
| Common<br>Stock | 08/21/2012 | P | 1,686  | A | \$ 4.32      | 115,636,843 | I | See Footnote (1) |
| Common<br>Stock | 08/21/2012 | P | 4,903  | A | \$ 4.33      | 115,641,746 | I | See Footnote     |
| Common<br>Stock | 08/21/2012 | P | 2,108  | A | \$ 4.34      | 115,643,854 | I | See Footnote     |
| Common<br>Stock | 08/21/2012 | P | 1,600  | A | \$<br>4.3562 | 115,645,454 | I | See Footnote     |
| Common<br>Stock | 08/21/2012 | P | 3,300  | A | \$ 4.36      | 115,648,754 | I | See Footnote     |
| Common<br>Stock | 08/21/2012 | P | 300    | A | \$<br>4.3733 | 115,649,054 | I | See Footnote     |
| Common<br>Stock | 08/21/2012 | P | 10,800 | A | \$ 4.38      | 115,659,854 | I | See Footnote     |
| Common<br>Stock |            |   |        |   |              | 15,490,546  | I | See Footnote (2) |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exercisable and | 7. Title and     | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|-------------------------|------------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | orNumber   | Expiration Date         | Amount of        | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/Year)        | Underlying       | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivativ  | re                      | Securities       | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities | S                       | (Instr. 3 and 4) |             | Owne   |
|             | Security    |                     |                    |            | Acquired   |                         |                  |             | Follo  |
|             |             |                     |                    |            | (A) or     |                         |                  |             | Repo   |
|             |             |                     |                    |            | Disposed   |                         |                  |             | Trans  |
|             |             |                     |                    |            | of (D)     |                         |                  |             | (Instr |
|             |             |                     |                    |            |            |                         |                  |             |        |

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(Instr. 3, 4, and 5)

Date Expiration or Number of Shares

Code V (A) (D)

Exercisable Date

Amount or Number of Shares

## **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                |       |  |  |  |
|---|---------------|-----------|----------------|-------|--|--|--|
| 1 5   | Director      | 10% Owner | Officer        | Other |  |  |  |
| FROST PHILLIP MD ET AL<br>OPKO HEALTH, INC.<br>4400 BISCAYNE BLVD.<br>MIAMI, FL 33137 | X             | X         | CEO & Chairman |       |  |  |  |
| Frost Gamma Investments Trust<br>4400 BISCAYNE BLVD.<br>MIAMI, FL 33137               |               | X         |                |       |  |  |  |
| <b>A</b> : .  |               |           |                |       |  |  |  |

## **Signatures**

Phillip Frost, M.D., Individually and as Trustee

08/22/2012

\*\*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 securities are held by Frost Gamma Investments Trust, of which Phillip Frost M.D., is the trustee. Frost Gamma L.P. is the sole and exclusive beneficiary of Frost Gamma Investments Trust. Dr. Frost is one of two limited partners of Frost Gamma L.P. The general

- (1) partner of Frost Gamma L.P. is Frost Gamma, Inc., and the sole shareholder of Frost Gamma, Inc. is Frost-Nevada Corporation. Dr. Frost is also the sole shareholder of Frost-Nevada Corporation. The reporting person disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- These securities are owned directly by The Frost Group, LLC. Frost Gamma Investments Trust is a principal member of The Frost Group, LLC. The reporting person disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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.

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