

FROST PHILLIP MD ET AL  
Form 4  
April 24, 2012

**FORM 4**

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

OMB APPROVAL

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**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 \*  
FROST PHILLIP MD ET AL

2. Issuer Name and Ticker or Trading Symbol  
Opko Health, Inc. [OPK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

OPKO HEALTH, INC., 4400  
BISCAYNE BLVD.

3. Date of Earliest Transaction (Month/Day/Year)  
04/23/2012

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

(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  
 Form filed by More than One Reporting Person

MIAMI, FL 33137

(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 Ownership (Instr. 4) |   |                  |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|---|------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (D)                                                      | Price                             |   |                  |
| Common Stock                    | 04/23/2012                           |                                                    | P                              |                                                                   | 10                                                                                            | A                                                        | \$ 4.805 111,055,864              | I | See Footnote (1) |
| Common Stock                    | 04/23/2012                           |                                                    | P                              |                                                                   | 3,858                                                                                         | A                                                        | \$ 4.8108 111,059,722             | I | See Footnote (1) |
| Common Stock                    | 04/23/2012                           |                                                    | P                              |                                                                   | 3,365                                                                                         | A                                                        | \$ 4.82 111,063,087               | I | See Footnote (1) |
| Common Stock                    | 04/23/2012                           |                                                    | P                              |                                                                   | 6                                                                                             | A                                                        | \$ 4.835 111,063,093              | I | See Footnote     |

|              |            |   |        |   |           |             |   |                         |
|--------------|------------|---|--------|---|-----------|-------------|---|-------------------------|
| Common Stock | 04/23/2012 | P | 2,761  | A | \$ 4.84   | 111,065,854 | I | (1)<br>See Footnote (1) |
| Common Stock | 04/23/2012 | P | 1,108  | A | \$ 4.889  | 111,066,962 | I | (1)<br>See Footnote (1) |
| Common Stock | 04/23/2012 | P | 21,075 | A | \$ 4.89   | 111,088,037 | I | (1)<br>See Footnote (1) |
| Common Stock | 04/23/2012 | P | 1,225  | A | \$ 4.9    | 111,089,262 | I | (1)<br>See Footnote (1) |
| Common Stock | 04/23/2012 | P | 2,300  | A | \$ 4.9117 | 111,091,562 | I | (1)<br>See Footnote (1) |
| Common Stock | 04/23/2012 | P | 14,292 | A | \$ 4.92   | 111,105,854 | I | (1)<br>See Footnote (1) |
| Common Stock | 04/23/2012 | P | 3,805  | A | \$ 4.9405 | 111,109,659 | I | (1)<br>See Footnote (1) |
| Common Stock | 04/23/2012 | P | 6,195  | A | \$ 4.95   | 111,115,854 | I | (1)<br>See Footnote (1) |
| Common Stock |            |   |        |   |           | 15,490,546  | I | (2)<br>See Footnote (2) |

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

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|

