

FROST PHILLIP MD ET AL
Form 4
October 09, 2012

FORM 4

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

OMB APPROVAL

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Check this box 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 *
FROST PHILLIP MD ET AL

(Last) (First) (Middle)
OPKO HEALTH, INC., 4400
BISCAYNE BLVD.
(Street)

MIAMI, FL 33137

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/08/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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	(A) or (D)	Price			
Common Stock	10/08/2012		P		25,000	A	\$ 4.38	117,419,854	I	See Footnote (1)
Common Stock	10/08/2012		P		700	A	\$ 4.395	117,420,554	I	See Footnote (1)
Common Stock	10/08/2012		P		12,700	A	\$ 4.4	117,433,254	I	See Footnote (1)
Common Stock	10/08/2012		P		500	A	\$ 4.405	117,433,754	I	See Footnote

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Common Stock	10/08/2012	P	17,692	A	\$ 4.41	117,451,446	I	<u>(1)</u> See Footnote
Common Stock	10/08/2012	P	100	A	\$ 4.415	117,451,546	I	<u>(1)</u> See Footnote
Common Stock	10/08/2012	P	30,392	A	\$ 4.42	117,481,938	I	<u>(1)</u> See Footnote
Common Stock	10/08/2012	P	2,600	A	\$ 4.425	117,484,538	I	<u>(1)</u> See Footnote
Common Stock	10/08/2012	P	22,416	A	\$ 4.43	117,506,954	I	<u>(1)</u> See Footnote
Common Stock	10/08/2012	P	9,000	A	\$ 4.44	117,515,954	I	<u>(1)</u> See Footnote
Common Stock	10/08/2012	P	100	A	\$ 4.445	117,516,054	I	<u>(1)</u> See Footnote
Common Stock	10/08/2012	P	6,400	A	\$ 4.45	117,522,454	I	<u>(1)</u> See Footnote
Common Stock	10/08/2012	P	100	A	\$ 4.455	117,522,554	I	<u>(1)</u> See Footnote
Common Stock	10/08/2012	P	7,554	A	\$ 4.46	117,530,108	I	<u>(1)</u> See Footnote
Common Stock	10/08/2012	P	1,346	A	\$ 4.47	117,531,454	I	<u>(1)</u> See Footnote
Common Stock	10/08/2012	P	900	A	\$ 4.48	117,532,354	I	<u>(1)</u> See Footnote
Common Stock						15,490,546	I	<u>(2)</u> See Footnote

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

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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.