FROST PHILLIP MD ET AL

Form 4

August 02, 2012

FORM 4

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

OMB 3235-0287 Number:

burden hours per

response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(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)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Sheen all applicable)		
OPKO HEALTH, INC., 4400 BISCAYNE BLVD.		400	(Month/Day/Year) 08/01/2012	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) CEO & Chairman		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MIAMI, FL 33	137		Filed(Month/Day/Year)	Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4)	ed of (` ′	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/01/2012		P	4,080	A	\$ 4.0669	114,496,434	I	See Footnote (1)
Common Stock	08/01/2012		P	15,514	A	\$ 4.07	114,511,948	I	See Footnote (1)
Common Stock	08/01/2012		P	8,788	A	\$ 4.0837	114,520,736	I	See Footnote (1)
Common Stock	08/01/2012		P	91,356	A	\$ 4.0905	114,612,092	I	See Footnote

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								<u>(1)</u>
Common Stock	08/01/2012	P	30,262	A	\$ 4.1	114,642,354	I	See Footnote
Common Stock	08/01/2012	P	3,100	A	\$ 4.1106	114,645,454	I	See Footnote (1)
Common Stock	08/01/2012	P	6,900	A	\$ 4.12	114,652,354	I	See Footnote (1)
Common Stock	08/01/2012	P	9,100	A	\$ 4.1302	114,661,454	I	See Footnote (1)
Common Stock	08/01/2012	P	5,900	A	\$ 4.1412	114,667,354	I	See Footnote (1)
Common Stock	08/01/2012	P	14,900	A	\$ 4.15	114,682,254	I	See Footnote
Common Stock	08/01/2012	P	4,200	A	\$ 4.1613	114,686,454	I	See Footnote
Common Stock	08/01/2012	P	5,900	A	\$ 4.17	114,692,354	I	See Footnote
Common Stock						15,490,546	I	See Footnote

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	onNumber	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	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr

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(Instr. 3, 4, and 5)

Date Expiration Title Code V (A) (D)

Exercisable Date Expiration Of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
FROST PHILLIP MD ET AL OPKO HEALTH, INC. 4400 BISCAYNE BLVD. MIAMI, FL 33137	X	X	CEO & Chairman					
Frost Gamma Investments Trust 4400 BISCAYNE BLVD. MIAMI, FL 33137		X						

Signatures

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

08/02/2012

**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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