

FROST PHILLIP MD ET AL
Form 4
October 22, 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

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.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/19/2012

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

MIAMI, FL 33137

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/19/2012		P	1,200 A \$ 4.3962	117,789,454	I	See Footnote (1)
Common Stock	10/19/2012		P	4,700 A \$ 4.4	117,794,154	I	See Footnote (1)
Common Stock	10/19/2012		P	3,429 A \$ 4.41	117,797,583	I	See Footnote (1)
Common Stock	10/19/2012		P	3,500 A \$ 4.42	117,801,083	I	See Footnote

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Common Stock	10/19/2012	P	6,100	A	\$ 4.4316	117,807,183	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock	10/19/2012	P	4,400	A	\$ 4.4419	117,811,583	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock	10/19/2012	P	5,200	A	\$ 4.451	117,816,783	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock	10/19/2012	P	12,100	A	\$ 4.4603	117,828,883	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock	10/19/2012	P	26,300	A	\$ 4.4703	117,855,183	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock	10/19/2012	P	12,000	A	\$ 4.4808	117,867,183	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock	10/19/2012	P	12,405	A	\$ 4.4907	117,879,588	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock	10/19/2012	P	7,266	A	\$ 4.5001	117,886,854	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock	10/19/2012	P	1,100	A	\$ 4.51	117,887,954	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock	10/19/2012	P	300	A	\$ 4.52	117,888,254	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock	10/19/2012	P	200	A	\$ 4.535	117,888,454	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock	10/19/2012	P	1,537	A	\$ 4.54	117,889,991	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock	10/19/2012	P	3,263	A	\$ 4.55	117,893,254	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock	10/19/2012	P	100	A	\$ 4.575	117,893,354	I	<u>(1)</u> See Footnote <u>(1)</u>

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Common Stock	10/19/2012		P	2,400	A	\$ 4.58	117,895,754	I	See Footnote (1)
Common Stock	10/19/2012		P	4,800	A	\$ 4.5917	117,900,554	I	See Footnote (1)
Common Stock	10/19/2012		P	16,950	A	\$ 4.6003	117,917,504	I	See Footnote (1)
Common Stock	10/19/2012		P	4,100	A	\$ 4.6119	117,921,604	I	See Footnote (1)
Common Stock	10/19/2012		P	31,517	A	\$ 4.62	117,953,121	I	See Footnote (1)
Common Stock	10/19/2012		P	3,838	A	\$ 4.6315	117,956,959	I	See Footnote (1)
Common Stock	10/19/2012		P	11,661	A	\$ 4.64	117,968,620	I	See Footnote (1)
Common Stock	10/19/2012		P	3,500	A	\$ 4.65	117,972,120	I	See Footnote (1)
Common Stock	10/19/2012		P	6,134	A	\$ 4.66	117,978,254	I	See Footnote (1)
Common Stock							15,490,546	I	See Footnote (2)

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

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(9-02)

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	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. Nu
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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	10/22/2012
<u> </u> **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).

(1) 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 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.

(2) 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.

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