

FROST PHILLIP MD ET AL
Form 4
April 13, 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.

3. Date of Earliest Transaction (Month/Day/Year)
04/12/2012

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

(Street)
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

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	04/12/2012		P	10,000 A \$ 4.43	110,795,854	I	See Footnote (1)
Common Stock	04/12/2012		P	200 A \$ 4.455	110,796,054	I	See Footnote (1)
Common Stock	04/12/2012		P	14,080 A \$ 4.4601	110,810,134	I	See Footnote (1)
Common Stock	04/12/2012		P	6,200 A \$ 4.471	110,816,334	I	See Footnote

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Common Stock	04/12/2012	P	8,460	A	\$ 4.4803	110,824,794	I	<u>(1)</u> See Footnote (1)
Common Stock	04/12/2012	P	4,460	A	\$ 4.4907	110,829,254	I	<u>(1)</u> See Footnote (1)
Common Stock	04/12/2012	P	12,460	A	\$ 4.5	110,841,714	I	<u>(1)</u> See Footnote (1)
Common Stock	04/12/2012	P	14,840	A	\$ 4.51	110,856,554	I	<u>(1)</u> See Footnote (1)
Common Stock	04/12/2012	P	4,532	A	\$ 4.52	110,861,086	I	<u>(1)</u> See Footnote (1)
Common Stock	04/12/2012	P	3,500	A	\$ 4.53	110,864,586	I	<u>(1)</u> See Footnote (1)
Common Stock	04/12/2012	P	100	A	\$ 4.5499	110,864,686	I	<u>(1)</u> See Footnote (1)
Common Stock	04/12/2012	P	5,750	A	\$ 4.5509	110,870,436	I	<u>(1)</u> See Footnote (1)
Common Stock	04/12/2012	P	6,753	A	\$ 4.56	110,877,189	I	<u>(1)</u> See Footnote (1)
Common Stock	04/12/2012	P	368	A	\$ 4.57	110,877,557	I	<u>(1)</u> See Footnote (1)
Common Stock	04/12/2012	P	1,900	A	\$ 4.5846	110,879,457	I	<u>(1)</u> See Footnote (1)
Common Stock	04/12/2012	P	6,397	A	\$ 4.59	110,885,854	I	<u>(1)</u> See Footnote (1)
Common Stock						15,490,546	I	<u>(2)</u> See Footnote (2)

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.