

Opko Health, Inc.
Form SC 13G/A
February 03, 2010

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b),(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 2) ¹

OPKO Health, Inc.
(Name of Issuer)

Common Stock, \$.01 par value
(Title of Class of Securities)

301610 10 1
(CUSIP Number)

December 31, 2009
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange

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Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

1.	Name of Reporting Person	Johnson & Johnson	
	I.R.S. Identification	22-1024240	
	No. of Above Person		
	(Entities Only)		
2.	Check the Appropriate Box	(a) <input type="radio"/>	
	if a Member of a Group	(b) <input type="radio"/>	
3.	SEC Use Only		
4.	Citizenship or Place	New Jersey	
	of Organization		
	Number of	5. Sole Voting	-0-
	Shares Beneficially	Power	
	Owned by Each	6. Shared Voting	10,724,538 shares of Common
	Reporting Person	Power	Stock
	With	7. Sole Dispositive	-0-
	9. Aggregate Amount Beneficially Owned	Power	
	by Each Reporting Person	8. Shared Dispositive Power	10,724,538 shares of Common
			Stock
10.	Check Box if the Aggregate Amount in		
	Row (9) Excludes Certain Shares		
11.	Percent of Class Represented by Amount		
	in Row (9)		
12.	Type of Reporting Person	CO	

The numbers set forth above include shares of Common Stock issuable upon exercise of stock options and warrants to purchase Common Stock, and are based on approximately 253,740,000 shares of Common Stock outstanding.

1.	Name of Reporting Person	Johnson & Johnson Development Corporation
	I.R.S. Identification	22-1024240
	No. of Above Person	
	(Entities Only)	
2.	Check the Appropriate Box	(a) <input type="radio"/>
	if a Member of a Group	(b) <input type="radio"/>
3.	SEC Use Only	
4.	Citizenship or Place	New Jersey
	of Organization	
Number of	5.	Sole Voting Power -0-
Shares Beneficially	6.	Shared Voting Power 10,724,538 shares of Common Stock
Owned by Each	7.	Sole Dispositive Power -0-
Reporting Person	8.	Shared Dispositive Power 10,724,538 shares of Common Stock
With		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	10,724,538 shares of Common Stock
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares	<input type="radio"/>
11.	Percent of Class Represented by Amount in Row (9)	4.2%
12.	Type of Reporting Person	CO

The numbers set forth above include shares of Common Stock issuable upon exercise of stock options and warrants to purchase Common Stock, and are based on approximately 253,740,000 shares of Common Stock outstanding.

Amendment No. 2 to Schedule 13G (Final Amendment)

Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission on April 6, 2007 (at which time the name of the Issuer was eXegenics Inc.) and Amendment No. 1 thereto filed on February 17, 2009 (as so amended, the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following Items of the Schedule 13G are amended and restated as follows:

ITEM 4 - OWNERSHIP:

The numbers set forth below include shares of Common Stock issuable upon exercise of stock options and warrants to purchase Common Stock, and are based on approximately 253,740,000 shares of Common Stock outstanding.

(a) Amount Beneficially Owned:

J&J: 10,724,538 shares of Common Stock

JJDC: 10,724,538 shares of Common Stock

(b) Percent of Class:

J&J: 4.2%

JJDC: 4.2%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: -0-

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(ii) shared power to vote or to direct the vote:

J&J: 10,724,538 shares of Common Stock

JJDC: 10,724,538 shares of Common Stock

(iii) sole power to dispose or to direct the disposition of: -0-

(iv) shared power to dispose or to direct the disposition of:

J&J: 10,724,538 shares of Common Stock

JJDC: 10,724,538 shares of Common Stock

ITEM 5 - Ownership Of Five Percent Or Less Of A Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the Common Stock, check the following: X

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 1, 2010

JOHNSON & JOHNSON

By: /s/ Douglas Chia

Name: Douglas Chia

Title: Assistant Secretary

JOHNSON & JOHNSON DEVELOPMENT CORPORATION

By: /s/ Jayne Zall

Name: Jayne Zall

Title: Secretary