FROST PHILLIP MD ET AL

Form 4 April 12, 2011

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

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

2. Issuer Name and Ticker or Trading

Opko Health, Inc. [OPK]

3 Date of Farliest Transaction

Symbol

(Middle)

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

FROST PHILLIP MD ET AL

(Last)	(First) (Middle)	3. Date of Earliest Transaction								
(Month				ay/Year)				_X_ Director	_X_ 10%		
OPKO HEALTH, INC., 4400 04/11/2			04/11/2	1/2011				_X_ Officer (give		er (specify	
BISCAYNE	E BLVD.						below)	below) O & Chairman			
								CEO & Chairman			
	(Street)		4. If Ame	ndment, Da	ite Origina	ıl		6. Individual or Joint/Group Filing(Check			
			Filed(Mor	nth/Day/Year	.)			Applicable Line)			
								Form filed by One Reporting Person			
MIAMI, FL	33137							_X_ Form filed by More than One Reporting			
Person											
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of	2. Transaction Date	e 2A. Deer	ned	3.	4. Securi	ties A	cquired	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if		Transaction(A) or Disposed of (D)				Securities Ownership	Ownership	Indirect	
(Instr. 3)		any		Code	(Instr. 3,	4 and	5)	Beneficially Form: Direct Owned (D) or			
		(Month/I	Day/Year)	(Instr. 8)				Owned	Ownership		
								Following	(Instr. 4)		
				(A)				Reported Transaction(s)			
						or		(Instr. 3 and 4)			
				Code V	Amount	(D)	Price	(~	
Common										See	
Stock	04/11/2011			P	500	A	\$ 3.68	104,052,552	I	Footnote	
Stock										<u>(1)</u>	
										See	
Common	04/11/2011			D	4.200		¢ 2.60	104.056.050	т		
Stock	04/11/2011			P	4,300	A	\$ 3.09	104,056,852	I	Footnote	
										<u>(1)</u>	
~										See	
Common	04/11/2011			P	3,700	Α	\$ 3.7	104,060,552	I	Footnote	
Stock	0 1/11/2011			•	2,700	••	Ψ Σ.,	101,000,002	•	<u>(1)</u>	
										_	
Common	04/11/2011			P	1,500	A	\$ 3.71	104,062,052	I	See	
Stock										Footnote	

								<u>(1)</u>
Common Stock	04/11/2011	P	2,000	A	\$ 3.72	104,064,052	I	See Footnote
Common Stock	04/11/2011	P	500	A	\$ 3.725	104,064,552	I	See Footnote (1)
Common Stock	04/11/2011	P	2,000	A	\$ 3.73	104,066,552	I	See Footnote (1)
Common Stock	04/11/2011	P	500	A	\$ 3.74	104,067,052	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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ction	Number	Expiration Da	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	C	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8) I	Derivative	•		Secur	ities	(Instr. 5)
	Derivative				S	Securities			(Instr.	3 and 4)	
	Security				A	Acquired					
					((A) or					
					Ι	Disposed					
					C	of (D)					
					(Instr. 3,					
					4	4, and 5)					
										A 4	
										Amount	
							Date	Expiration	TC:41	or	
							Exercisable	Date	Title	Number	
				C 1	3 7 ((A) (D)				of	
				Code	V ((A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
	X	X	CEO & Chairman					

Reporting Owners 2

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FROST PHILLIP MD ET AL OPKO HEALTH, INC. 4400 BISCAYNE BLVD. MIAMI, FL 33137

Frost Gamma Investments Trust 4400 BISCAYNE BLVD. MIAMI, FL 33137

X

Signatures

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

04/12/2011

**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 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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