

FROST PHILLIP MD ET AL  
Form 4  
March 20, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
03/18/2013

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                    | 03/19/2013                           |  | P                              | 10,300 A  | \$ 7.4448 124,055,344   | I  | See Footnote (1)                                      |
| Common Stock                    | 03/19/2013                           |  | P                              | 700 A   | \$ 7.45 124,056,044   | I  | See Footnote (1)                                      |
| Common Stock                    | 03/19/2013                           |  | P                              | 400 A   | \$ 7.49 124,056,444   | I  | See Footnote (1)                                      |
| Common Stock                    | 03/19/2013                           |  | P                              | 300 A   | \$ 7.5 124,056,744  | I  | See Footnote  |

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|              |            |   |        |   |           |             |   |                         |
|--------------|------------|---|--------|---|-----------|-------------|---|-------------------------|
| Common Stock | 03/19/2013 | P | 500    | A | \$ 7.51   | 124,057,244 | I | (1)<br>See Footnote (1) |
| Common Stock | 03/19/2013 | P | 19,300 | A | \$ 7.5208 | 124,076,544 | I | (1)<br>See Footnote (1) |
| Common Stock | 03/19/2013 | P | 663    | A | \$ 7.53   | 124,077,207 | I | (1)<br>See Footnote (1) |
| Common Stock | 03/19/2013 | P | 1,737  | A | \$ 7.54   | 124,078,944 | I | (1)<br>See Footnote (1) |
| Common Stock | 03/19/2013 | P | 700    | A | \$ 7.55   | 124,079,644 | I | (1)<br>See Footnote (1) |
| Common Stock | 03/19/2013 | P | 900    | A | \$ 7.561  | 124,080,544 | I | (1)<br>See Footnote (1) |
| Common Stock | 03/19/2013 | P | 1,800  | A | \$ 7.5705 | 124,082,344 | I | (1)<br>See Footnote (1) |
| Common Stock | 03/19/2013 | P | 1,800  | A | \$ 7.5815 | 124,084,144 | I | (1)<br>See Footnote (1) |
| Common Stock | 03/19/2013 | P | 1,900  | A | \$ 7.59   | 124,086,044 | I | (1)<br>See Footnote (1) |
| Common Stock | 03/19/2013 | P | 7,300  | A | \$ 7.6    | 124,093,344 | I | (1)<br>See Footnote (1) |
| Common Stock |            |   |        |   |           | 15,490,546  | I | (2)<br>See Footnote (2) |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Option (Right to Buy)                | \$ 7.61  | 03/18/2013                           |  | A                              | 500,000   | (3)  | 03/17/2020  | Common Stock | 500,000                    |

## Reporting Owners

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

## Signatures

Phillip Frost, M.D., Individually and as Trustee  
Date: 03/20/2013

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.

(3) This option will vest in four equal annual installments beginning March 18, 2014.

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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