Edgar Filing: FROST PHILLIP MD ET AL - Form 4

FROST PHILLIP MD ET AL Form 4 September 24, 2012 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FROST PHILLIP MD ET AL Issuer Symbol Opko Health, Inc. [OPK] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director X__ 10% Owner X_Officer (give title _ Other (specify **OPKO HEALTH, INC., 4400** 09/21/2012 below) below) BISCAYNE BLVD. CEO & Chairman (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting **MIAMI, FL 33137** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (T)(A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price See Common 09/21/2012 Ρ 6.800 Ι Footnote A 116,466,654 4 1604 Stock (1) See Common 09/21/2012 Ρ 9.800 A 116,476,454 Ι Footnote Stock 4 1701 (1) See Common 09/21/2012 Ρ 12,733 \$4.18 116,489,187 Footnote A Ι Stock (1)09/21/2012 Ρ See Common 31,309 А \$ 116,520,496 Ι Stock 4.1922 Footnote

								(1)
Common Stock	09/21/2012	Р	33,912	A	\$ 4.2006	116,554,408	Ι	See Footnote
Common Stock	09/21/2012	Р	40,446	A	\$ 4.2106	116,594,854	Ι	See Footnote
Common Stock	09/21/2012	Р	1,000	A	\$ 4.27	116,595,854	Ι	See Footnote
Common Stock	09/21/2012	Р	500	А	\$ 4.28	116,596,354	Ι	See Footnote
Common Stock	09/21/2012	Р	3,500	А	\$ 4.29	116,599,854	Ι	See Footnote
Common Stock	09/21/2012	Р	10,000	А	\$ 4.32	116,609,854	Ι	See Footnote
Common Stock						15,490,546	Ι	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.

 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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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	Х	Х	CEO & Chairman				
Frost Gamma Investments Trust 4400 BISCAYNE BLVD. MIAMI, FL 33137		Х					
Signatures							
Phillip Frost, M.D., Individually Trustee	and as	09	9/24/2012				
**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

(1) 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

(2) ELC. The reporting person discrams beneficial ownership of these securities, except to the extent of any peculiarly 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.