

FROST PHILLIP MD ET AL  
Form 4  
December 27, 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.  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/26/2012

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

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

(City) (State) (Zip)

**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	12/26/2012		P	5,000 A \$ 4.63	119,793,254	I	See Footnote (1)
Common Stock	12/26/2012		P	13,003 A \$ 4.6409	119,806,257	I	See Footnote (1)
Common Stock	12/26/2012		P	6,151 A \$ 4.6506	119,812,408	I	See Footnote (1)
Common Stock	12/26/2012		P	6,476 A \$ 4.66	119,818,884	I	See Footnote

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Common Stock	12/26/2012		P	11,276	A	\$ 4.67	119,830,160	I	(1) See Footnote (1)
Common Stock	12/26/2012		P	10,118	A	\$ 4.68	119,840,278	I	(1) See Footnote (1)
Common Stock	12/26/2012		P	3,100	A	\$ 4.6903	119,843,378	I	(1) See Footnote (1)
Common Stock	12/26/2012		P	20,476	A	\$ 4.7001	119,863,854	I	(1) See Footnote (1)
Common Stock	12/26/2012		P	3,900	A	\$ 4.71	119,867,754	I	(1) See Footnote (1)
Common Stock	12/26/2012		P	3,900	A	\$ 4.73	119,871,654	I	(1) See Footnote (1)
Common Stock	12/26/2012		P	1,600	A	\$ 4.74	119,873,254	I	(1) See Footnote (1)
Common Stock							15,490,546	I	(2) 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.**

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**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)	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or

