

# 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 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) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO & Chairman		
(Last) 4400 BISCAYNE BLVD	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/08/2008					
(Street) MIAMI, FL 33137-3227			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/08/2008		P		2,633,200	A	\$ 1.25	58,350,044	I	See Footnote (1)
Common Stock	05/09/2008		P		900	A	\$ 1.83	58,350,944	I	See Footnote (1)
Common Stock	05/09/2008		P		1,100	A	\$ 1.84	58,352,044	I	See Footnote (1)
Common Stock	05/09/2008		P		1,500	A	\$ 1.86	58,353,544	I	See Footnote (1)
Common Stock	05/09/2008		P		2,000	A	\$ 1.88	58,355,544	I	See Footnote (1)
Common Stock	05/09/2008		P		200	A	\$ 1.89	58,355,744	I	See Footnote (1)
Common Stock	05/09/2008		P		300	A	\$ 1.9	58,356,044	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)

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 Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock Warrants (right to buy)	\$ 0.0019	05/08/2008		P		210,821	05/08/2008	12/08/2014	Common Stock	210,821	\$ 1.2481	210,821	I	See Footnote (1)
Common Stock Warrants (right to buy)	\$ 0.0019	05/08/2008		P		210,821	05/08/2008	07/01/2017	Common Stock	210,821	\$ 1.2481	210,821	I	See Footnote (1)
Common Stock Warrants	\$ 0.6728	05/08/2008		P		115,045	05/08/2008	03/27/2017	Common	115,045	\$ 0.5772	115,045	I	See Footnote

(right to buy)										Stock					<a href="#">(1)</a>
Common Stock Warrants (right to buy)	\$ 0.8473	05/08/2008		P		115,045		05/08/2008	03/27/2017	Common Stock	115,045	\$ 0.4027	115,045	I	See Footnote <a href="#">(1)</a>
Common Stock Warrants (right to buy)	\$ 1.0466	05/08/2008		P		115,046		05/08/2008	03/27/2017	Common Stock	115,046	\$ 0.2034	115,046	I	See Footnote <a href="#">(1)</a>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FROST PHILLIP MD ET AL 4400 BISCAYNE BLVD MIAMI, FL 33137-3227	X	X	CEO & Chairman	
Frost Gamma Investment Trust 4400 BISCAYNE BOULEVARD, 15TH FLOOR MIAMI, FL 33137		X		

Signatures

/s/ Phillip Frost MD		05/12/2008
**Signature of Reporting Person		Date
/s/ Phillip Frost MD, as trustee		05/12/2008
**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
- (1) 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
- (2) 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.

Remarks:  
Exhibit List:

Exhibit 99 - Joint Filer Information

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.

JOINT FILER INFORMATION

NAME: Frost Gamma Investments Trust

ADDRESS: 4400 Biscayne Blvd  
Miami, FL 33137

Designated Filer: Phillip Frost, M.D.

Issuer and Ticker Symbol: Opko Health, Inc. (OPK)

Date of Event Requiring  
Statement: May 8, 2008

FROST GAMMA INVESTMENTS TRUST

by: /s/ Phillip Frost MD, as trustee

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Phillip Frost, M.D., Trustee