

## FORM 4

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

## OMB APPROVAL

OMB Number: 3235-0287  
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hours per response... 0.5

## 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

☐ Check this box if no  
longer subject to  
Section 16. Form 4 or  
Form 5 obligations  
may continue. See  
Instruction 1(b).

(Print or Type Responses)

|  |  |  |                                      |   |  |   |   |
|--|--|--|--------------------------------------|---|--|---|---|
| 1. Name and Address of Reporting Person *<br>Rubin Steven D              |  | 2. Issuer Name and Ticker or Trading Symbol<br>Opko Health, Inc. [OPK]           |                                      | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br>Executive VP - Administration |  |   |   |
| (Last) (First) (Middle)<br>OPKO HEALTH, INC., 4400 BISCAYNE<br>BOULEVARD |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/05/2009                   |                                      |   |  |   |   |
| (Street)<br>MIAMI, FL 33137  |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                             |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input 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<br>(Instr. 3)                                       | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                      | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5)   | 5. Amount of Securities Beneficially<br>Owned Following Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |  |  | Code                                 | V   | Amount   | (A) or<br>(D)   | Price   |

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 | (A)   | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Stock Option (Right to Buy)                | \$ 1.16  | 05/05/2009                           |  | A                              |   | 250,000   |     | (1)  | 05/04/2016      | Common Stock  | 250,000                    | \$ 0                                       | 250,000  | D  |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Rubin Steven D<br>OPKO HEALTH, INC.<br>4400 BISCAYNE BOULEVARD<br>MIAMI, FL 33137 | X             |           | Executive VP - Administration |       |

## Signatures

|                                  |            |
|----------------------------------|------------|
| /s/ Steven D. Rubin              | 05/07/2009 |
| Signature of Reporting<br>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) This option will vest in four equal annual installments beginning May 5, 2010

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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