# 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).

Common Stock

Common Stock

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04/12/2012

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04/12/2012

#### 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) 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading Symbol (Check all applicable) FROST PHILLIP MD ET AL Opko Health, Inc. [OPK] \_X\_ 10% Owner Director (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (First) X Officer (give title below) Other (specify below) OPKO HEALTH, INC., 4400 BISCAYNE CEO & Chairman 04/12/2012 BLVD. (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person
X Form filed by More than One Reporting Person MIAMI, FL 33137 (State) (City) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. Transaction 1. Title of Security 2. Transaction 2A. Deemed 4. Securities Acquired Amount of Securities 7 Nature (Instr. 3) Date Execution Date, it Code (A) or Disposed of (D) Beneficially Owned Following Ownership of Indirect (Month/Day/Year) any (Instr. 8) (Instr. 3, 4 and 5) Reported Transaction(s) Form: Beneficial (Month/Day/Year) (Instr. 3 and 4) Direct (D) Ownership (A) or Indirect (Instr. 4) (I) or Amount (D) Price (Instr. 4) Code See Common Stock 04/12/2012 P 10.000 A 110.795.854 \$ 4.43 Footnote (1) See Common Stock 04/12/2012 P 200 110,796,054 Footnote 4.455 (1)See 04/12/2012 P 14,080 A Common Stock 110,810,134 Footnote 4.4601 (1)See Common Stock 04/12/2012 P 6,200 110,816,334 Footnote 4.471 (1)See Common Stock 04/12/2012 P 8,460 110,824,794 Footnote 4.4803 (1) See Common Stock 04/12/2012 P 4,460 A 110,829,254 Footnote 4.4907 (1) See Common Stock 04/12/2012 P 12,460 A \$ 4.5 110,841,714 Footnote (1) See Common Stock 04/12/2012 P 14,840 A \$ 4.51 110,856,554 Footnote <u>(1)</u> See Common Stock 04/12/2012 P 4,532 Α \$ 4.52 110,861,086 Footnote (1)See

P

P

P

P

3,500

100

5,750

6,753

368

1,900

A

A

A

Α

\$ 4.53

4.5499

4.5509

\$ 4.56

\$ 4.57

4.5846

110,864,586

110,864,686

110,870,436

110,877,189

110,877,557

110,879,457

Footnote (1)
See

Footnote

Footnote

Footnote (1)
See

Footnote (1)
See

Footnote

<u>(1)</u>

(1) See

(1) See

| Common  | Stock      | 04/1                                     | 12/2012                    |                                       |           |              | P      |  | 6,397                 | '                            | A \$  | 4.59                                 | 110,885  | 5,854  | I                             | (4)             | ootnote |
|---|------------|--|----------------------------|---------------------------------------|-----------|--------------|--------|--|-----------------------|------------------------------|---|--------------------------------------|--|--|-------------------------------|-----------------|---------|
| Common  | Stock      |  |                            |                                       |           |              |        |  |                       |                              |   |                                      | 15,490,  | 546  | I                             | Se<br>Fo<br>(2) | ootnote |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  Persons who respond to the collection of information  SEC 1474 (9- |            |  |                            |                                       |           |              |        |  |                       |                              |   |                                      |  |  |                               |                 |         |
|   |            |  | Tabla II - D               | <b>A</b> oriva                        | tiva Sacı | ıriti        | ios Ac |  | contained<br>the form | l in                         | this fo   | rm are                               | not req  | uired to re  | espond unles<br>ntrol number. | s               | 02)     |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)                                    |            |  |                            |                                       |           |              |        |  |                       |                              |   |                                      |  |  |                               |                 |         |
| Security (Instr. 3)   | Conversion | 3. Transaction<br>Date<br>(Month/Day/Yea | 3A. Deemed<br>Execution Da | 4. Transaction Code (Year) (Instr. 8) |           | 5. Number of |        | 6. Date Exercisable<br>and Expiration Date<br>(Month/Day/Year) |                       | 7. Ti<br>Amo<br>Undo<br>Secu | tle and<br>ount of<br>erlying<br>rities<br>r. 3 and | Derivative<br>Security<br>(Instr. 5) | Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect | Beneficia                     |                 |         |
|   |            |  |                            |                                       | Code      | V            | (A)    | (D)  | Date<br>Exercisab     |                              | Expiration<br>Date                                  | Title                                | Amount<br>or<br>Number<br>of<br>Shares   |  |                               |                 |         |

## **Reporting Owners**

| Barrella Omer Name / Address  | Relationships |           |                |       |  |  |  |  |  |
|---|---------------|-----------|----------------|-------|--|--|--|--|--|
| Reporting Owner Name / Address  | 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 | 04/13/2012 |
|--|------------|
| 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 partner of Frost Gamma L.P. is Frost Gamma, Inc., and the sole

- (1) 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 (2) 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.

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 Name and Ticker Symbol: OPKO Health, Inc. (OPK)

Date of Earliest Transaction: April 12, 2012

Relationship to Issuer: 10% Owner

#### FROST GAMMA INVESTMENTS TRUST

By: /s/ Phillip Frost, M.D., as Trustee Phillip Frost, M.D., Trustee