# FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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 I FROST PHILLIP MD ET AL	2. Issuer Name <b>and</b> Ticker or Trading Symbol Opko Health, Inc. [OPK]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner					
OPKO HEALTH, INC., 4400 BLVD.	3. Date of Earliest Transaction (Month/Day/Year) 05/10/2012					X Officer (give title below) Other (specify below)  CEO & Chairman						
(Street)		4. If Amendment,	Date Orig	inal l	Filed(Mont	th/Day/Ye	ear)	Form file	ual or Joint/C ed by One Report ed by More than	ing Person		able Line)
MIAMI, FL 33137 (City) (State)	(Zip)	Tol	bla I Non	Do	ivetive S	oouriti	os A oqui					
1.Title of Security (Instr. 3)	Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transac Code (Instr. 8)		ction 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		equired d of (D)			6. Ownership Form:	7. Nature of Indirect Beneficial Ownership	
		(Month/Day/Tear)	Code	V	Amount	(A) or (D)	Price	(msu. 5 a	and +)		or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	05/10/2012		P		2,500	A	\$ 4.4744	111,535	5,354		I	See Footnote
Common Stock	05/10/2012		P		10,822	A	\$ 4.4803	111,546	5,176		I	See Footnote
Common Stock	05/10/2012		P		3,900	A	\$ 4.49	111,550	),076		I	See Footnote
Common Stock	05/10/2012		P		82,778	A	\$ 4.5	111,632	2,854		Ι	See Footnote
Common Stock								15,490,	546		I	See Footnote
Reminder: Report on a separate line indirectly.	for each class of sec	urities beneficially	owned dire	ectly	or							
				con	tained i	n this	form ar	e not req	ection of inf juired to res d OMB con	spond un	less	EC 1474 (9- 02)
		Derivative Securiti	•		•			lly Owned	l			
1. Title of Derivative Security (Instr. 3)  2. Conversion Date or Exercise (Month/Day Security	on 3A. Deemed Execution D any	e.g., puts, calls, wa 4. ate, if Transaction Code (Year) (Instr. 8)	5. Numbe	r 6. l and (M	Date Exer l Expirati	cisable on Date	7. T Amo Und Seco	itle and ount of lerlying urities tr. 3 and	(Instr. 5)		Owners Form of Derivati Security Direct ( or Indire	Ownership (Instr. 4)  D) ect
		Code V	(A) (D)		te ercisable	Expirat Date	tion Title	Amount or Number of Shares				

## **Reporting Owners**

Banantina Oruman Nama / Addusas	Relationships						
Reporting Owner Name / Address	Director 10% Own		Officer	Other			
FROST PHILLIP MD ET AL OPKO HEALTH, INC. 4400 BISCAYNE BLVD. MIAMI, FL 33137	X	X	CEO & Chairman				
Frost Gamma Investments Trust 4400 BISCAYNE BLVD.		X					

MIAMI, FL 33137			
Signatures			
Phillip Frost M.D. Individually and as Trustee	05/11/2012		

Date

### **Explanation of Responses:**

\*\*Signature of Reporting Person

- \* 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: May 10, 2012

Relationship to Issuer: 10% Owner

FROST GAMMA INVESTMENTS TRUST

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