FORM 4	4
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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).

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden 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

(Print or Type Response	es)		1								
1. Name and Address of Reporting Person – 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		
<sup>(Last)</sup> OPKO HEALTH, II BLVD.	3. Date of Earliest Transaction (Month/Day/Year) 05/16/2012						X Officer (give title below) CEO & Chair	Other (specify l	pelow)		
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 _X_Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tal	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
(Instr. 3) Da		Date (Month/Day/Year)		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)	6. Ownership Form:	Beneficial
			(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) ( or Indirect ( (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock		05/16/2012		Р		2,100	A	\$ 4.58	111,944,954	Ι	See Footnote (1)
Common Stock		05/16/2012		Р		800	А	\$ 4.59	111,945,754	Ι	See Footnote (1)
Common Stock		05/16/2012		Р		10,611	А	\$ 4.6	111,956,365	Ι	See Footnote (1)
Common Stock		05/16/2012		Р		3,100	А	\$ 4.6102	111,959,465	I	See Footnote (1)
Common Stock		05/16/2012		Р		12,900	А	\$ 4.62	111,972,365	Ι	See Footnote (1)
Common Stock		05/16/2012		Р		489	А	\$ 4.63	111,972,854	Ι	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 SEC 1474 (9contained 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	2.	3. Transaction	3A. Deemed	4.	5	. Nur	nber	6. Date Exer	rcisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature	
Derivative	Conversion	Date	Execution Date, if	Transactio	on o	of		and Expirati	on Date	Amou	unt of	Derivative	Derivative	Ownership	of Indirect	
Security	or Exercise	(Month/Day/Year)	any	Code	Γ	Deriva	ative	(Month/Day	/Year)	Unde	rlying	Security	Securities	Form of	Beneficial	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	S	Securi	ties			Secur	rities	(Instr. 5)	Beneficially	Derivative	Ownership	
	Derivative				Α	Acquir	red			(Instr	. 3 and		Owned	Security:	(Instr. 4)	
	Security				(.	A) or				4)			Following	Direct (D)		
					Γ	Dispos	sed						Reported	or Indirect		
					0	of(D)							Transaction(s)	(I)		
					(	Instr.	3,						(Instr. 4)	(Instr. 4)		
					4	l, and	5)									
												-				
											Amount					
								Date	Expiration		or					
								Exercisable Date	*	*		Number				
				0.1.							-					
				Code	V (	(A)			Date		Number of Shares					

# **Reporting Owners**

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			

FROST PHILLIP MD ET AL OPKO HEALTH, INC. 4400 BISCAYNE BLVD. MIAMI, FL 33137	Х	Х	CEO & Chairman	
Frost Gamma Investments Trust 4400 BISCAYNE BLVD. MIAMI, FL 33137		Х		

# Signatures

Phillip Frost, M.D., Individually and as Trustee	05/17/2012
-**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: May 16, 2012

Relationship to Issuer: 10% Owner

FROST GAMMA INVESTMENTS TRUST

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