

FORM 4

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

OMB APPROVAL

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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 Rubin Steven D			2. Issuer Name and Ticker or Trading Symbol Opko Health, Inc. [OPK]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive VP-Administration		
(Last) (First) (Middle) OPKO HEALTH, INC., 4400 BISCAYNE BLVD.			3. Date of Earliest Transaction (Month/Day/Year) 01/31/2015					
(Street) MIAMI, FL 33137			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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 (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	01/31/2015		M	345,480	A \$ 0.6728	4,823,746	D
Common Stock	01/31/2015		M	345,480	A \$ 0.8473	5,169,226	D
Common Stock	01/31/2015		M	345,480	A \$ 1.0466	5,514,706	D
Common Stock	01/31/2015		F	75,299 (1)	D \$ 11.777 (2)	5,439,407	D
Common Stock	01/31/2015		M	22,125	A \$ 1.0466	15,512,671	I
Common Stock	01/31/2015		M	22,124	A \$ 0.8473	15,534,795	I
Common Stock	01/31/2015		M	22,124	A \$ 0.6728	15,556,919	I
Common Stock	01/31/2015		M	4,000,000	A \$ 0.4984	19,556,919	I
Common Stock	01/31/2015		M	648,700	A \$ 0.3854 (4)	20,205,619	I
Common Stock	01/31/2015		M	81,085	A \$ 0.0019	20,286,704	I
Common Stock	01/31/2015		F	174,119 (5)	D \$ 11.777 (2)	20,112,585	I
Common Stock	01/31/2015		F	21,523 (6)	D \$ 11.616 (7)	20,091,062	I

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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				
Warrant (Right to Buy)	\$ 0.6728	01/31/2015		M	345,480	03/27/2007 03/27/2017	Common Stock 345,480	\$ 0	0	D	
Warrant (Right to Buy)	\$ 0.8473	01/31/2015		M	345,480	03/27/2007 03/27/2017	Common Stock 345,480	\$ 0	0	D	

Warrant (Right to Buy)	\$ 1.0466	01/31/2015		M			345,480	03/27/2007	03/27/2017	Common Stock	345,480	\$ 0	0	D	
Warrant (Right to Buy)	\$ 0.4984	01/31/2015		M			4,000,000	03/27/2007	03/27/2017	Common Stock	4,000,000	\$ 0	0	I	See Footnote (3)
Warrant (Right to Buy)	\$ 0.0019	01/31/2015		M			81,085	03/27/2007	01/11/2017	Common Stock	81,085	\$ 0	0	I	See Footnote (3)
Warrant (Right to Buy)	\$ 38.54 (4)	01/31/2015		M			6,487	03/27/2007	01/11/2017	Common Stock	648,700	\$ 0	0	I	See Footnote (3)
Warrant (Right to Buy)	\$ 0.6728	01/31/2015		M			22,124	03/27/2007	03/27/2017	Common Stock	22,124	\$ 0	0	I	See Footnote (3)
Warrant (Right to Buy)	\$ 0.8473	01/31/2015		M			22,124	03/27/2007	03/27/2017	Common Stock	22,124	\$ 0	0	I	See Footnote (3)
Warrant (Right to Buy)	\$ 1.0466	01/31/2015		M			22,125	03/27/2007	03/27/2017	Common Stock	22,125	\$ 0	0	I	See Footnote (3)

Reporting Owners

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

Signatures

Adam Logal, Attorney-in-Fact		02/02/2015
 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).
- (1) Represents number of shares withheld by the Company at the direction of the reporting person for the payment of exercise price. No shares of Common Stock were sold by the reporting person in connection with this transaction. The reporting person has retained the net number of shares issued upon the exercise of the option (961,141 shares).
- (2) Average closing market price of the Company's common stock on the three days prior to the transaction date.
- (3) These securities are owned directly by The Frost Group, LLC. 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 the securities for purposes of Section 16 or for any other purpose.
- (4) Each of the 6,487 warrants is exercisable into 100 shares of common stock, resulting in a total of 648,700 shares of common stock. Table II reflects the exercise price of \$38.54 per warrant and Table I reflects the corresponding price of \$0.3854 per share of common stock.
- (5) Represents number of shares withheld by the Company at the direction of the reporting person for the payment of exercise price. No shares of Common Stock were sold by the reporting person in connection with this transaction. The reporting person has retained the net number of shares issued upon the exercise of the option (3,973,339 shares).
- (6) Represents number of shares withheld by the Company at the direction of the reporting person for the payment of exercise price. No shares of Common Stock were sold by the reporting person in connection with this transaction. The reporting person has retained the net number of shares issued upon the exercise of the option (627,177 shares).
- (7) Average closing market price of the Company's common stock on the five days prior to the transaction date.

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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