

FROST PHILLIP MD ET AL  
Form 4  
March 09, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FROST PHILLIP MD ET AL

(Last) (First) (Middle)  
OPKO HEALTH, INC., 4400  
BISCAYNE BLVD.  
(Street)

MIAMI, FL 33137

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Opko Health, Inc. [OPK]

3. Date of Earliest Transaction (Month/Day/Year)  
03/09/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO & Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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	03/09/2011		P		45,640	A	\$ 3.5302	99,462,692	I	See Footnote (1)
Common Stock	03/09/2011		P		152,660	A	\$ 3.54	99,615,352	I	See Footnote (1)
Common Stock	03/09/2011		P		20,000	A	\$ 3.55	99,635,352	I	See Footnote (1)
Common Stock	03/09/2011		P		85,006	A	\$ 3.57	99,720,358	I	See Footnote

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									<u>(1)</u>
Common Stock	03/09/2011	P	25,200	A	\$ 3.58	99,745,558	I		See Footnote <u>(1)</u>
Common Stock	03/09/2011	P	189,700	A	\$ 3.59	99,935,258	I		See Footnote <u>(1)</u>
Common Stock	03/09/2011	P	27,400	A	\$ 3.6	99,962,658	I		See Footnote <u>(1)</u>
Common Stock	03/09/2011	P	55,000	A	\$ 3.61	100,017,658	I		See Footnote <u>(1)</u>
Common Stock	03/09/2011	P	25,000	A	\$ 3.62	100,042,658	I		See Footnote <u>(1)</u>
Common Stock	03/09/2011	P	37,600	A	\$ 3.63	100,080,258	I		See Footnote <u>(1)</u>
Common Stock	03/09/2011	P	21,806	A	\$ 3.64	100,102,064	I		See Footnote <u>(1)</u>
Common Stock	03/09/2011	P	29,488	A	\$ 3.65	100,131,552	I		See Footnote <u>(1)</u>
Common Stock	03/09/2011	P	44,000	A	\$ 3.6601	100,175,552	I		See Footnote <u>(1)</u>
Common Stock	03/09/2011	P	58,900	A	\$ 3.67	100,234,452	I		See Footnote <u>(1)</u>
Common Stock	03/09/2011	P	45,100	A	\$ 3.68	100,279,552	I		See Footnote <u>(1)</u>
Common Stock	03/09/2011	P	32,500	A	\$ 3.69	100,312,052	I		See Footnote <u>(1)</u>
Common Stock	03/09/2011	P	5,000	A	\$ 3.7	100,317,052	I		See Footnote <u>(1)</u>
Common Stock						15,490,546	I		See Footnote <u>(2)</u>



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owner of these securities for purposes of Section 16 or for any other purpose.

- (2) 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 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.

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