#### FROST PHILLIP MD ET AL

Form 4

February 02, 2010

# FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

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1(b).

(Print or Type Responses)

| 1. Name and Ad<br>FROST PHII              | •        | _        | 2. Issuer Name <b>and</b> Ticker or Trading Symbol       | 5. Relationship of Reporting Person(s) to Issuer  |  |  |
|---|----------|----------|--|---|--|--|
| (Last)                                    | (First)  | (Middle) | Opko Health, Inc. [OPK]  3. Date of Earliest Transaction | (Check all applicable)  |  |  |
| OPKO HEALTH, INC., 4400<br>BISCAYNE BLVD. |          |          | (Month/Day/Year)<br>02/01/2010                           | _X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) CEO & Chairman         |  |  |
|   | (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 |  |  |
| MIAMI, FL 3                               | (State)  | (Zip)    | Table I. Nov. Doctor Co. Co. and Ass. Ass.               | _X_ Form filed by More than One Reporting<br>Person   |  |  |
| (,)                                       | (3.3.00) | (        | Table 1 - Non-Derivative Securities Ac                   | quired, Disposed of, or Beneficially Owner  |  |  |

| (City)                               | (State) (X                              | (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |  |   |  |  |   |                  |
|--------------------------------------|---|--|--|--|---|--|--|---|------------------|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                            | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price |   | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |                  |
| Common<br>Stock                      | 02/01/2010                              |  | P                                      | 855  | A | \$<br>1.69   | 97,252,907   | I   | See Footnote (1) |
| Common<br>Stock                      | 02/01/2010                              |  | P                                      | 2,500  | A | \$ 1.7   | 97,255,407   | I   | See Footnote (1) |
| Common<br>Stock                      | 02/01/2010                              |  | P                                      | 1,645  | A | \$<br>1.72   | 97,257,052   | I   | See Footnote (1) |
| Common<br>Stock                      | 02/01/2010                              |  | P                                      | 5,000  | A | \$<br>1.74   | 97,262,052   | I   | See<br>Footnote  |

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(1) See Common 15,490,546 I Footnote Stock (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, |                     | ate                | 7. Titl<br>Amou<br>Under<br>Secur<br>(Instr. | int of<br>lying  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |
|---|---|--------------------------------------|--|---|---------------------|--------------------|--|------------------|---|
|   |   |                                      |  | 4, and 5)   | Date<br>Exercisable | Expiration<br>Date | Title  | Amount or Number |   |
|   |   |                                      | Code V                                 | (A) (D)   | LACICISABIC         | Dute               |  | of<br>Shares     |   |

# **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                |       |  |  |  |  |
|--|---------------|-----------|----------------|-------|--|--|--|--|
| 1  | 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>OPKO HEALTH, INC.<br>4400 BISCAYNE BLVD.<br>MIAMI, FL 33137 |               | X         |                |       |  |  |  |  |

## **Signatures**

Phillip Frost, M.D., Individually and as 02/02/2010 Trustee

> \*\*Signature of Reporting Person Date

2 Reporting Owners

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### **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 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 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.