

Opko Health, Inc.  
Form 4  
September 05, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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).

**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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

4400 BISCAYNE BLVD

08/31/2007

CEO and 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  
 Form filed by More than One Reporting Person

MIAMI, FL 33137

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 08/31/2007                           |  | P                              | 500 A \$ 4.01   | 40,804,883  | I  | See Footnote (1)                  |
| Common Stock                    | 08/31/2007                           |  | P                              | 700 A \$ 4.05   | 40,805,583  | I  | See Footnote (1)                  |
| Common Stock                    | 08/31/2007                           |  | P                              | 3,800 A \$ 4.07   | 40,809,383  | I  | See Footnote (1)                  |
| Common Stock                    | 09/04/2007                           |  | P                              | 100 A \$ 4.05   | 40,809,483  | I  | See Footnote                      |

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|              |            |   |       |   |         |            |   |                            |
|--------------|------------|---|-------|---|---------|------------|---|----------------------------|
| Common Stock | 09/04/2007 | P | 1,000 | A | \$ 4.06 | 40,810,483 | I | <u>(1)</u><br>See Footnote |
| Common Stock | 09/04/2007 | P | 500   | A | \$ 4.1  | 40,810,983 | I | <u>(1)</u><br>See Footnote |
| Common Stock | 09/04/2007 | P | 200   | A | \$ 4.11 | 40,811,183 | I | <u>(1)</u><br>See Footnote |
| Common Stock | 09/04/2007 | P | 1,100 | A | \$ 4.12 | 40,812,283 | I | <u>(1)</u><br>See Footnote |
| Common Stock | 09/04/2007 | P | 600   | A | \$ 4.13 | 40,812,883 | I | <u>(1)</u><br>See Footnote |
| Common Stock | 09/04/2007 | P | 500   | A | \$ 4.16 | 40,813,383 | I | <u>(1)</u><br>See Footnote |
| Common Stock | 09/05/2007 | P | 800   | A | \$ 4.1  | 40,814,183 | I | <u>(1)</u><br>See Footnote |
| Common Stock | 09/05/2007 | P | 300   | A | \$ 4.11 | 40,814,483 | I | <u>(1)</u><br>See Footnote |
| Common Stock | 09/05/2007 | P | 900   | A | \$ 4.12 | 40,815,383 | I | <u>(1)</u><br>See Footnote |
| Common Stock | 09/05/2007 | P | 1,500 | A | \$ 4.13 | 40,816,883 | I | <u>(1)</u><br>See Footnote |
| Common Stock | 09/05/2007 | P | 1,500 | A | \$ 4.14 | 40,818,383 | I | <u>(1)</u><br>See Footnote |
| Common Stock |            |   |       |   |         | 15,490,546 | I | <u>(2)</u><br>See Footnote |

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

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(9-02)

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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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| FROST PHILLIP MD ET AL<br>4400 BISCAYNE BLVD<br>MIAMI, FL 33137       | X             | X         | CEO and Chairman |       |
| Frost Gamma Investment Trust<br>4400 BISCAYNE BLVD<br>MIAMI, FL 33137 |               | X         |                  |       |

## Signatures

|  |            |
|--|------------|
| /s/ Phillip Frost MD   | 09/05/2007 |
| **Signature of Reporting Person                                  | Date       |
| /s/ Phillip Frost MD as trustee of Frost Gamma Investments Trust | 09/05/2007 |
| **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 Limited Partnership is the sole and exclusive beneficiary of Frost Gamma Investments Trust. Dr. Frost is one of two limited partners of Frost Gamma, L.P.

(1) 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.

(2) 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.

**Remarks:**

Exhibit List:

Exhibit 99 - Joint Filer Agreement

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.