

Opko Health, Inc.
Form 4
August 07, 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

(Last) (First) (Middle)

4400 BISCAYNE BLVD

(Street)

MIAMI, FL 33137-3227

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2007

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/03/2007 | | P | | 1,500 | A | \$ 3.95 |
| | | | | | | | 40,618,883 |
| | | | | | | | I |
| | | | | | | | See Footnote (1) |
| Common Stock | 08/03/2007 | | P | | 1,900 | A | \$ 3.98 |
| | | | | | | | 40,620,783 |
| | | | | | | | I |
| | | | | | | | See Footnote (1) |
| Common Stock | 08/03/2007 | | P | | 2,000 | A | \$ 3.99 |
| | | | | | | | 40,622,783 |
| | | | | | | | I |
| | | | | | | | See Footnote (1) |
| Common Stock | 08/03/2007 | | P | | 11,100 | A | \$ 4 |
| | | | | | | | 40,633,883 |
| | | | | | | | I |
| | | | | | | | See Footnote |

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| | | | | | | | | | (1) |
|--------------|------------|---|-------|---|---------|------------|---|--|------------------|
| Common Stock | 08/03/2007 | P | 300 | A | \$ 4.03 | 40,634,183 | I | | See Footnote (1) |
| Common Stock | 08/03/2007 | P | 100 | A | \$ 4.04 | 40,634,283 | I | | See Footnote (1) |
| Common Stock | 08/03/2007 | P | 900 | A | \$ 4.05 | 40,635,183 | I | | See Footnote (1) |
| Common Stock | 08/03/2007 | P | 700 | A | \$ 4.08 | 40,635,883 | I | | See Footnote (1) |
| Common Stock | 08/03/2007 | P | 1,000 | A | \$ 4.09 | 40,636,883 | I | | See Footnote (1) |
| Common Stock | 08/03/2007 | P | 500 | A | \$ 4.1 | 40,637,383 | I | | See Footnote (1) |
| Common Stock | 08/06/2007 | P | 1,900 | A | \$ 3.68 | 40,639,283 | I | | See Footnote (1) |
| Common Stock | 08/06/2007 | P | 2,000 | A | \$ 3.69 | 40,641,283 | I | | See Footnote (1) |
| Common Stock | 08/06/2007 | P | 1,000 | A | \$ 3.7 | 40,642,283 | I | | See Footnote (1) |
| Common Stock | 08/06/2007 | P | 4,000 | A | \$ 3.71 | 40,646,283 | I | | See Footnote (1) |
| Common Stock | 08/06/2007 | P | 1,500 | A | \$ 3.75 | 40,647,783 | I | | See Footnote (1) |
| Common Stock | 08/06/2007 | P | 2,000 | A | \$ 3.76 | 40,649,783 | I | | See Footnote (1) |
| Common Stock | 08/06/2007 | P | 4,600 | A | \$ 3.8 | 40,654,383 | I | | See Footnote (1) |
| Common Stock | 08/06/2007 | P | 1,900 | A | \$ 3.86 | 40,656,283 | I | | See Footnote (1) |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|---------|------------|---|------------------|
| Common Stock | 08/06/2007 | | P | 5,300 | A | \$ 3.89 | 40,661,583 | I | See Footnote (1) |
| Common Stock | 08/06/2007 | | P | 5,200 | A | \$ 3.9 | 40,666,783 | I | See Footnote (1) |
| Common Stock | 08/06/2007 | | P | 1,000 | A | \$ 3.92 | 40,667,783 | I | See Footnote (1) |
| Common Stock | 08/06/2007 | | P | 4,600 | A | \$ 3.95 | 40,672,383 | I | See Footnote (1) |
| Common Stock | 08/07/2007 | | P | 2,500 | A | \$ 3.99 | 40,674,883 | I | See Footnote (1) |
| Common Stock | 08/07/2007 | | P | 2,500 | A | \$ 4 | 40,677,383 | I | See Footnote (1) |
| Common Stock | 08/07/2007 | | P | 1,100 | A | \$ 4.02 | 40,678,483 | I | See Footnote (1) |
| Common Stock | 08/07/2007 | | P | 2,700 | A | \$ 4.05 | 40,681,183 | I | See Footnote (1) |
| Common Stock | 08/07/2007 | | P | 591 | A | \$ 4.11 | 40,681,774 | I | See Footnote (1) |
| Common Stock | 08/07/2007 | | P | 609 | A | \$ 4.09 | 40,682,383 | I | 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.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Number of Derivative Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Securities (Instr. 3 and 4) | (Instr. 5) | Bene- ficial Own- er Follo- wing Repo- sition Trans- action (Instr. | | | |
|------------|------------------------------------|------------------|------------|---|--------------------------------|------------|---|--------------------|-------|--|
| | | | 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 4400 BISCAYNE BLVD MIAMI, FL 33137-3227 | X | X | CEO & Chairman | |
| Frost Gamma Investment Trust 4400 BISCAYNE BOULEVARD, 15TH FLOOR MIAMI, FL 33137 | | X | | |

Signatures

/s/ Phillip Frost MD 08/07/2007
 __Signature of Reporting Person Date

/s/ Frost Gamma Investments Trust 08/07/2007
 __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.

(2) These securities are owned directly by The Frost Group, LLC, Frost Gamma Investments Trust is a principal member of The Frost Group. 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 Information

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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