

CHINDEX INTERNATIONAL INC  
 Form 4/A  
 March 07, 2008

**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 \*  
 J P MORGAN CHASE & CO

2. Issuer Name and Ticker or Trading Symbol  
 CHINDEX INTERNATIONAL INC  
 [chdx]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 270 PARK AVENUE  
 (Street)  
 NEW YORK, NY 10017  
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/13/2007  
 4. If Amendment, Date Original Filed(Month/Day/Year)  
 01/15/2008

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)  
 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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 Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)   | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title                      | An<br>Nu<br>Sh |
|--|------------------------------------|------------------|------------|--|------|---|-----|-----|---------------------|--------------------|----------------------------|----------------|
| Tranche C<br>Convertible<br>Note,<br>Dec.2017 <sup>(1)</sup> | \$ 27.84                           | 11/13/2007       | J          | 9,000,000  |      |   |     |     | 11/13/2007          | 11/12/2017         | Class A<br>Common<br>Stock | 32             |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| J P MORGAN CHASE & CO<br>270 PARK AVENUE<br>NEW YORK, NY 10017 |               |           | X       |       |

## Signatures

Anthony Horan                      03/07/2008  
 \_\_Signature of                      Date  
 Reporting Person

## 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) On January 15, 2008, the reporting person mistakenly filed a Form 4 reporting the acquisition of US\$9 million Tranche C Convertible Note pursuant to the "second" closing under the Securities Purchase Agreement dated 11/7/07. These securities should have been included in the reporting person's Form 3 filed with the Securities and Exchange Commission on November 26, 2007. The reporting person has filed an amendment to such Form 3 to correct this omission.

(2) Beneficial ownership of this position is directly owned by through Magenta Magic Limited, a wholly-owned subsidiary of the reporting person.

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.