

CHINDEX INTERNATIONAL INC

Form 4

March 06, 2008

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

OMB APPROVAL

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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 us]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
270 PARK AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2008

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

NEW YORK, NY 10017

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

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

(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. 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) |
|--|---|---|--------------------------|---|--|--|---|
| Class A Common Stock, par value \$0.01/share | 03/04/2008 | | S | 2,000 D \$ 36.2 | 1,255,184 | I | See Footnote (1) ⁽¹⁾ |
| Class A Common Stock, par value \$0.01/share | 03/04/2008 | | S | 3,000 D \$ 36.05 | 1,252,184 | I | See Footnote (1) |
| Class A Common | 03/04/2008 | | S | 1,000 D \$ 35.88 | 1,251,184 | I | See Footnote |

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| | | | | | | | | |
|---|------------|---|-------|---|------------|-----------|---|------------------------|
| Stock, par value \$0.01/share | | | | | | | | (1) |
| Class A Common Stock, par value \$0.01/share | 03/04/2008 | S | 6,000 | D | \$ 36.02 | 1,245,184 | I | See Footnote (1) |
| Class A Common Stock, par value \$0.01/share | 03/04/2008 | S | 1,000 | D | \$ 36.12 | 1,244,184 | I | See Footnote (1) |
| Class A Common Stock, par value \$0.01/share | 03/04/2008 | S | 4,000 | D | \$ 36.24 | 1,240,184 | I | See Footnote (1) |
| Class A Common Stock, par value \$0.01/share | 03/04/2008 | S | 1,000 | D | \$ 36.28 | 1,239,184 | I | See Footnote (1) |
| Class A Common Stock, par value \$0.01/share | 03/04/2008 | S | 1,500 | D | \$ 36.28 | 1,237,684 | I | See Footnote (1) |
| Class A Common Stock, par value \$0.01/share | 03/04/2008 | S | 500 | A | \$ 36.28 | 1,237,184 | I | See Footnote (1) |
| Class A Common Stock, par value \$0.01/share | 03/04/2008 | S | 1,000 | D | \$ 36.26 | 1,236,184 | I | See Footnote (1) |
| Class A Common Stock, par value \$0.01/share | 03/04/2008 | P | 3,000 | D | \$ 36.1933 | 1,233,184 | I | See Footnote (1) |
| Class A Common Stock, par | 03/04/2008 | S | 2,700 | D | \$ 36 | 1,230,484 | I | See Footnote (1) |

value
\$0.01/share

Class A
Common

Stock, par 03/04/2008

value
\$0.01/share

S 600 D \$ 36 1,229,884 I

See
Footnote
(1)

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

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

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(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 (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 Beneficially Owned Following Transaction (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | 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 |
| J P MORGAN CHASE & CO 270 PARK AVENUE NEW YORK, NY 10017 | | X | | |

Signatures

Anthony Horan 03/06/2008

**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).

(1) Beneficial ownership of this position was acquired by 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.

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