

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>JP MORGAN PARTNERS BHCA LP</u>  (Last) (First) (Middle) J.P. MORGAN PARTNERS 1221 AVENUE OF THE AMERICAS 40TH FLOOR  (Street) NEW YORK NY 10020  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EYETECH PHARMACEUTICALS INC [ EYET ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/04/2004	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/04/2004		C		1,838,235	A	\$0	4,289,215	D	
Common Stock	02/04/2004		C		1,736,111	A	\$0	4,289,215	D	
Common Stock	02/04/2004		A		367,647	A	\$6.8	4,289,215	D	
Common Stock	02/04/2004		A		347,222	A	\$7.2	4,289,215	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Director Stock Option (right to buy)	\$1.44							12/03/2002	12/03/2012	Common Stock	60,000		60,000	I	See Footnote(1)
Series C-1 Convertible Preferred Stock	(2)	02/04/2004		C		1,838,235		(3)	(3)	Common Stock	1,838,235	\$0	0	D	
Series C-2 Convertible Preferred Stock	(2)	02/04/2004		C		1,736,111		(3)	(3)	Common Stock	1,736,111	\$0	0	D	
Series C-1 Warrant (right to buy)	\$6.8	02/04/2004		X		367,647		07/24/2001	(4)	Common Stock	367,647	\$6.8	0	D	
Series C-2 Warrant (right to buy)	\$7.2	02/04/2004		X		347,222		08/22/2002	(5)	Common Stock	347,222	\$7.2	0	D	

1. Name and Address of Reporting Person\*  
JP MORGAN PARTNERS BHCA LP  
 (Last) (First) (Middle)  
 J.P. MORGAN PARTNERS  
 1221 AVENUE OF THE AMERICAS 40TH FLOOR  
 (Street)  
 NEW YORK NY 10020  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
JPMP MASTER FUND MANAGER L P  
 (Last) (First) (Middle)

JP MORGAN PARTNERS LLC  
1221 AVENUE OF THE AMERICAS 40TH FLOOR

(Street)  
NEW YORK NY 10020

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

JPMP CAPITAL CORP

(Last) (First) (Middle)

C/O J.P. MORGAN PARTNERS, LLC  
1221 AVENUE OF THE AMERICAS 40TH FLOOR

(Street)  
NEW YORK NY 10020

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

J P MORGAN CHASE & CO

(Last) (First) (Middle)

270 PARK AVE  
39TH FL

(Street)  
NEW YORK NY 10017

(City) (State) (Zip)

**Explanation of Responses:**

1. These options were granted to Damion Wicker and Srinivas Akkaraju, directors of the Issuer. Mr. Wicker is Managing Director of JPMP Capital Corp., the general partner of JPMP Master Fund Manager, L.P. ("MF Manager"), the general partner of J.P. Morgan Partners (BHCA), L.P. ("JPM BHCA"). Mr. Akkaraju is a Principal at J.P. Morgan Partners, LLC and a limited partner of MF Manager. Mr. Wicker and Mr. Akkaraju are obligated to transfer any shares issued under the stock option to JPM BHCA.

2. These shares are convertible on a one for one basis.

3. The Series C-1 and Series C-2 Convertible Preferred Stock is immediately exercisable. It has no expiration date. Upon the close of the Issuer's initial public offering, these shares were automatically converted into Common Stock of the Issuer.

4. Warrant to purchase Series C-1 Convertible Preferred Stock at an exercise price of \$6.80 per share. The Warrant expires upon the earlier of the closing of the Issuer's initial public offering by Common Stock and, July 23, 2008. The shares of Series C-1 Convertible Preferred Stock underlying the Warrant are convertible on a one for one basis into shares of Common Stock.

5. Warrant to purchase Series C-2 Convertible Preferred Stock at an exercise price of \$7.20 per share. The Warrant expires upon the earlier of the closing of the Issuer's initial public offering of Common Stock and, July 23, 2008. The shares of Series C-2 Convertible Preferred Stock underlying the Warrant are convertible on a one for one basis into shares of Common Stock.

Damion E. Wicker

02/06/2004

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

## J.P. Morgan Partners (BHCA), L.P./Eyetechn Pharmaceuticals, Inc.

Name and Address of Reporting Person <sup>(1)</sup>	Designated Reporter <sup>(1)</sup>	Statement for Month/Day/Year	Deemed Execution Date, if any (Month/Day/Year)	Issuer Name, Ticker or Trading Symbol	Title of Security	Amount of Securities Beneficially Owned <sup>(1)</sup>	Title of Derivative Securities and Title and Amounts of Securities Underlying Derivative Securities	Ownership Form: Direct (D) or Indirect (I)	Nature of Indirect Beneficial Ownership <sup>(1)</sup>	Disclaims Pecuniary Interest
JPMP Master Fund Manager, L.P. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas, 40th Floor New York, NY 10020	J.P. Morgan Partners (BHCA), L.P.	February 4, 2004	N/A	Eyetechn Pharmaceuticals, Inc. ("EYET")	N/A	N/A	See Tables I and II	I	See Explanatory Note 2 below	No
JPMP Capital Corporation c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas, 40th Floor New York, NY 10020	J.P. Morgan Partners (BHCA), L.P.	February 4, 2004	N/A	Eyetechn Pharmaceuticals, Inc. ("EYET")	N/A	N/A	See Tables I and II	I	See Explanatory Note 3 below	No
J.P. Morgan Chase & Co. 270 Park Avenue 35th Floor New York, NY 10017	J.P. Morgan Partners (BHCA), L.P.	February 4, 2004	N/A	Eyetechn Pharmaceuticals, Inc. ("EYET")	N/A	N/A	See Tables I and II	I	See Explanatory Note 4 below	No

## Explanatory Note:

- 1) The Designated Reporter is executing this report on behalf of all Reporting Persons, each of whom has authorized it to do so; each of such Persons disclaims beneficial ownership of the Issuer's securities to the extent it exceeds such Person's pecuniary interest therein.
- 2) The amounts shown represent the beneficial ownership of the Issuer's equity securities by JPM BHCA, a portion of which may be deemed attributable to the Reporting Person because the Reporting Person is the general partner of JPM BHCA. The actual pro rata portion of such beneficial ownership that may be deemed to be attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within JPM BHCA.
- 3) The amounts shown represent the beneficial ownership of the Issuer's equity securities by JPM BHCA, a portion of which may be deemed attributable to the Reporting Person because it is the general partner of JPMP Master Fund Manager, L.P. ("MF Manager"), the general partner of JPM BHCA. The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within JPM BHCA and MF Manager.
- 4) The amounts shown represent the beneficial ownership of the Issuer's equity securities by JPM BHCA, a portion of which may be deemed attributable to the Reporting Person because it is the sole stockholder of (a) JPMP Capital Corporation, the general partner of MF Manager and (b) Chatham Ventures, Incorporated, the limited partner of JPM BHCA. The actual pro rata portion of such beneficial ownership that may be deemed to be attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within JPM BHCA and MF Manager.