

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☒ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

<div>1. Name and Address of Reporting Person*</div> <div>JP MORGAN PARTNERS 23A SBIC LP</div> <div>(Last) (First) (Middle)</div> <div>C/O J.P. MORGAN PARTNERS LLC</div> <div>1221 AVENUE OF THE AMERICAS 40TH FLOOR</div> <div>(Street)</div> <div>NEW YORK NY 10020</div> <div>(City) (State) (Zip)</div>	<div>2. Issuer Name and Ticker or Trading Symbol</div> <div>DJ ORTHOPEDICS INC [ DJO ]</div> <div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div>06/08/2004</div> <div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div>	<div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div>Director X 10% Owner</div> <div>Officer (give title below) Other (specify below)</div> <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div>Form filed by One Reporting Person</div> <div>X Form filed by More than One Reporting Person</div>
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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	06/08/2004		S		2,993,880	D	\$23.3	0	I	See footnotes <sup>(1)(2)</sup>
Common Stock	06/08/2004		S		78,499	D	\$23.3	0	D <sup>(2)</sup>	

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		Date Exercisable	Expiration Date					

<div>1. Name and Address of Reporting Person*</div> <div>JP MORGAN PARTNERS 23A SBIC LP</div> <div>(Last) (First) (Middle)</div> <div>C/O J.P. MORGAN PARTNERS LLC</div> <div>1221 AVENUE OF THE AMERICAS 40TH FLOOR</div> <div>(Street)</div> <div>NEW YORK NY 10020</div> <div>(City) (State) (Zip)</div>
<div>1. Name and Address of Reporting Person*</div> <div>J P MORGAN PARTNERS 23A SBIC MANAGER INC</div> <div>(Last) (First) (Middle)</div> <div>C/O J.P. MORGAN PARTNERS LLC</div> <div>1221 AVENUE OF THE AMERICAS 40TH FLOOR</div> <div>(Street)</div> <div>NEW YORK NY 10020</div> <div>(City) (State) (Zip)</div>
<div>1. Name and Address of Reporting Person*</div>

<u>JP MORGAN CHASE BANK</u>		
(Last)	(First)	(Middle)
<u>1CHASE MANHATTAN PLAZA</u>		
<u>40TH FLOOR</u>		
(Street)		
<u>NEW YORK</u>	<u>NY</u>	<u>10081</u>
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>J P MORGAN CHASE &amp; CO</u>		
(Last)	(First)	(Middle)
<u>270 PARK AVE</u>		
<u>39TH FL</u>		
(Street)		
<u>NEW YORK</u>	<u>NY</u>	<u>10017</u>
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>JP MORGAN PARTNERS DJ PARTNERS LLC</u>		
(Last)	(First)	(Middle)
<u>C/O J.P. MORGAN PARTNERS, LLC</u>		
<u>1221 AVENUE OF THE AMERICAS-40TH FLOOR</u>		
(Street)		
<u>NEW YORK</u>	<u>NY</u>	<u>10020</u>
(City)	(State)	(Zip)

Explanation of Responses:

- 1. See Exhibit 99.1
- 2. See Exhibit 99.1

[ [See signatures attached as Exhibit 99.2](#) ]      06/10/2004

\*\* 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.**

- 1) The amount reported represents the beneficial ownership of the Issuer's equity securities, held of record by J.P. Morgan DJ Partners, LLC ("DJ Partners"). The Designated Reporter, J.P. Morgan Partners (23A SBIC) L.P. ("23A SBIC"), formerly, J.P. Morgan Partners (23A SBIC) LLC, is the managing member of and owns 86.9% of the membership interests in DJ Partners.
- 2) The Designated Reporter is executing this report on behalf of itself and all Reporting Persons listed in Exhibit 99.2, each of whom has authorized it to do so. Each of such Persons disclaims beneficial ownership of the securities to the extent it exceeds such Person's pecuniary interest therein.

A portion of the shares beneficially owned by 23A SBIC may be attributable to J.P. Morgan Partners (23A SBIC Manager), Inc. ("SBIC Manager") because SBIC Manager is the general partner of 23A SBIC. The actual pro rata portion of such beneficial ownership that may be deemed to be attributable to SBIC Manager is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within 23A SBIC.

A portion of the shares beneficially owned by 23A SBIC may be deemed attributable to JPMorgan Chase Bank ("JPM Chase Bank") because it is the sole stockholder of SBIC Manager. The actual pro rata portion of such beneficial ownership that may be deemed to be attributable to JPM Chase Bank is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within 23A SBIC.

A portion of the shares beneficially owned by 23A SBIC may be deemed attributable to J.P. Morgan Chase & Co. ("JPM") because it is the sole stockholder of JPM Chase Bank. The actual pro rata portion of such beneficial ownership that may be attributable to JPM is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within 23A SBIC.

This Statement on Form 4 is filed by J.P. Morgan Partners (23A SBIC), L.P., J.P. Morgan Partners (23A SBIC Manager), Inc., JPMorgan Chase Bank, J.P. Morgan Chase & Co. and J.P. Morgan DJ Partners, LLC.

Name of Designated Filer: J.P. Morgan Partners (23A SBIC), L.P.

Issuer and Ticker Symbol: dj Orthopedics, Inc. (DJO)

Date of Event Requiring Statement: June 8, 2004

J.P. Morgan Partners (23A SBIC), L.P.  
c/o J.P. Morgan Partners, LLC  
1221 Avenue of the Americas, 40th Floor  
New York, NY 10020

By: J.P. Morgan Partners (23A SBIC Manager), Inc.  
its General Partner

By: Jeffrey C. Walker  
Jeffrey C. Walker  
President

J.P. Morgan Partners (23A SBIC Manager), Inc.  
c/o J.P. Morgan Partners, LLC  
1221 Avenue of the Americas, 40th Floor  
New York, NY 10020

By: Jeffrey C. Walker  
Jeffrey C. Walker  
President

JPMorgan Chase Bank  
270 Park Avenue  
35th Floor  
New York, NY 10017

By: James Berry  
James Berry  
Vice President, Assistant General Counsel and Assistant Secretary

J.P. Morgan Chase & Co.  
270 Park Avenue  
35th Floor  
New York, NY 10017

By: James Berry  
James Berry  
Vice President, Assistant General Counsel and Assistant Secretary

J.P. Morgan DJ Partners, LLC  
c/o J.P. Morgan Partners, LLC  
1221 Avenue of the Americas, 40th Floor  
New York, NY 10020

By: J.P. Morgan Partners (23A SBIC), L.P.  
its Managing Member

By: J.P. Morgan Partners (23A SBIC Manager), Inc.  
its General Partner

By: Jeffrey C. Walker  
Jeffrey C. Walker  
President

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