WILSON DON M III

Form 4

January 26, 2005

FORM 4

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

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

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Estimated average burden hours per

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

2. Issuer Name and Ticker or Trading

SECURITIES

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

01/25/2005

Stock

may continue.

WILSON DON M III			Symbol I P MC	Symbol J P MORGAN CHASE & CO [JPM]				Issuer			
((Last)	(First) (Middle) 3. Date of	of Earliest T			[31 141]		all applicable		
270	PARK	AVENUE		(Month/Day/Year) 01/25/2005				Director 10% Owner X Officer (give title Other (specify below)			
(Street)				endment, Donth/Day/Yea	Oate Origina ar)	ıl		6. Individual or Join Applicable Line) _X_ Form filed by On			
NEV	W YOR	K, NY 10017207	0					Form filed by Mo Person			
((City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secur	ities Acq	uired, Disposed of,	or Beneficial	ly Owned	
1.Titl Secur (Instr	rity	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4	sposed	of (D)	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)	
Con	nmon	01/25/2005		E	24 175	D	\$	622 974 5092	D		

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

F

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

632,874.5083

D

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

34,175 D

37.02

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1. Title of	2.	3. Transaction Date (Month/Day/Year)		4.	5.	6. Date Exerc		7. Titl		8. Price of Derivative	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(intoman Day), I can)	any (Month/Day/Year)	Code (Instr. 8)	ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Under Securi (Instr.	rlying	Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (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

WILSON DON M III 270 PARK AVENUE NEW YORK, NY 100172070

Chief Risk Officer

Signatures

By: /s/ Anthony Horan under POA for

01/26/2005

**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).

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.

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