Edgar Filing: MANOOGIAN RICHARD A - Form 4

MANOOG Form 4 January 04	IAN RICHARD A	X								
FORI Check if no lo subject Section Form 4 Form 5 obligat	Wa F CHAN Section	NGES IN SECUI	, D.C. 20 BENEF RITIES ne Securi	COMMISSIO WNERSHIP OI nge Act of 1934, of 1935 or Secti	N OMB Number: Expires: Estimated burden hou response	Sind3235-0287Number:January 31, 2005Expires:2005Estimated average burden hours per response0.5				
may co <i>See</i> Ins 1(b). (Print or Type	truction			•	•	ny Act of 1				
1. Name and MANOOC		Symbol	er Name an o DRGAN C		Trading c CO [JPM	5. Relationship of Reporting Person(s) to Issuer[(Check all applicable)				
(Last) (First) (Middle) JPMORGAN CHASE & CO., 270 PARK AVENUE				of Earliest T Day/Year) 2005	ransaction		Officer (give title 10% Owner Officer (give title Other (specify below) below)			
		endment, D onth/Day/Yea	-	ıl	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
	RK, NY 10017207						Person		eporting	
(City) 1.Title of Security (Instr. 3)	(State) 2. Transaction Date (Month/Day/Year)	Execution any	ed Date, if	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed	ies (A) or of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	of, or Beneficia 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
Reminder: Ro	eport on a separate line	e for each cl	ass of sec	urities bene	Perso inforn requir	ns who res nation cont red to respo	or indirectly. spond to the colle ained in this forr ond unless the fo ntly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock Equivalents	<u>(1)</u>	12/31/2005		А		536.1423		(2)	(2)	Common Stock	536.14

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MANOOGIAN RICHARD A JPMORGAN CHASE & CO. 270 PARK AVENUE NEW YORK, NY 100172070	Х							
Signatures								
By: /s/ Anthony Horan under POA	0	1/04/2006						
<u>**</u> Signature of Reporting Person		Date						

**Signature of 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) 1-for-1

(2) Deferral of quarterly retainer, payable in cash following termination of service as director.

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.