Edgar Filing: J P MORGAN CHASE & CO - Form 4

Form 4	AN CHASE & CO)									
January 20, FORM	ЛЛ		CECH						OMB AF	PPROVAL	
	UNITED	STATES			AND EXC , D.C. 205		NGE (COMMISSION	OMB Number:	3235-0287	
subject to			F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Expires: Estimated a	•	
Section 16.SECURITIESburden hours per responseForm 4 orFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,obligationsFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,obligationsSection 17(a) of the Public Utility Holding Company Act of 1935 or SectionSee Instruction30(h) of the Investment Company Act of 1940									rs per 0.5		
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> BLACK STEVEN D			2. Issuer Name and Ticker or Trading Symbol J P MORGAN CHASE & CO [JPM]				-	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)	3. Date o	f Earliest T		00[(Check	all applicable	:)	
JPMORGA PARK AVI	N CHASE & CO ENUE	., 270	(Month/I 01/19/2	Day/Year) 2006				Director X Officer (give below) Mana		Owner er (specify	
				f Amendment, Date Original ed(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 			
NEW YOR	K, NY 10017207	0						Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative S	Securit	ies Acq	uired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				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)		
Common Stock	01/19/2006			A <u>(1)</u>	130,574	А	\$0	664,634.2327	D		

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.

 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)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address		Re	elationships				
	Director	10% Owner	Officer	Other			
BLACK STEVEN D JPMORGAN CHASE & CO. 270 PARK AVENUE NEW YORK, NY 100172070			Managing Director				
Signatures							
By: /s/ Anthony Horan under POA	0	1/20/2006					
**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) This award of restricted stock units will vest 50% on January 25, 2008 and 50% on January 25, 2009. All other award terms are substantially the same as those of the restricted stock units granted on January 20, 2005.

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.