Cavanagh Michael J Form 4 January 20, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB and

Number: 3235-0287 Expires: January 31,

**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Cavanagh Michael J	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  Director 10% OwnerX_ Officer (give title Other (specify below)			
(Last) (First) (Middle)	J P MORGAN CHASE & CO [JPM]  3. Date of Earliest Transaction				
JPMORGAN CHASE & CO., 270 PARK AVENUE	(Month/Day/Year) 01/19/2006				
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)				
NEW YORK, NY 100172070		Form filed by More than One Reporting Person			

(City)	(State) (A	Table Table	I - Non-D	erivative S	ecurities	s Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date		3.	4. Securiti	•		5. Amount of	6. Ownership Form: Direct	7. Nature of Indirect
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code	on(A) or Dis (D)	sposed of	01	Securities Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and 5)		Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
					(A)		Reported	(Instr. 1)	(Instr. 1)
					or		Transaction(s) (Instr. 3 and 4)		
Common			Code V	Amount	(D) I	Price	(		
Stock	01/19/2006		A(1)	44,718	A \$	\$ 0	159,429	D	

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

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SEC 1474

(9-02)

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

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
					4, and 5)	Date	Expiration		Amount		
				Code V	(A) (D)	Exercisable	Date	Title	Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Cavanagh Michael J JPMORGAN CHASE & CO. 270 PARK AVENUE NEW YORK, NY 100172070

Chief Financial Officer

## **Signatures**

By: /s/ Anthony Horan under

POA 01/20/2006

\*\*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.

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