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

| J P MORGAN CH Form 4 January 03, 2007 | IASE & CC |) | | | | | | | | | |
|--|------------------|---------------|--------------------------|---|---------------------|------------------------------|--|--|---|--|--|
| FORM / | | | | | | | | - | PPROVAL | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | N OMB Number: | 3235-0287 | | |
| Check this box | | | | | | | | Expires: | January 31, | | |
| if no longer subject to Section 16. | NGES IN SECUR | | F Estimated | Estimated average burden hours per | | | | | | | |
| Form 4 or | | | | | | | | response | | | |
| Form 5 obligations may continue. <i>See</i> Instruction 1(b). | . | a) of the I | Public U | tility Hole | ding Cor | | nge Act of 1934 of 1935 or Secti 940 | | | | |
| (Print or Type Respon | ses) | | | | | | | | | | |
| BOWLES CRANDALL CLOSE Symbol J P MO | | | | er Name and | I Ticker or | Trading | 5. Relationship Issuer | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | | | | | cO [JPM | [] (Ch | neck all applicable) | | | |
| (Last) (I | First) (1 | Middle) | | of Earliest Ti | ransaction | | V D' | 100 | 7 0 | | |
| JPMORGAN CH PARK AVENUE | | ., 270 | (Month/) 12/31/2 | Day/Year) 2006 | | | _X_ Director Officer (gi below) | | % Owner ler (specify | | |
| (Street) 4. If Ame | | | | Amendment, Date Original 6. Individual or | | | | Joint/Group Fili | oint/Group Filing(Check | | |
| Filed(Month/Day, | | | | | _X_ Form filed by O | | | | | | |
| NEW YORK, NY | 7 10017207 | 0 | | | | | Person | whole than one R | epotting | | |
| (City) (S | State) | (Zip) | Tab | le I - Non-I | Derivative | Securities A | cquired, Disposed | of, or Beneficia | lly Owned | | |
| (Instr. 3) any | | Execution any | Date, if TransactionAcqu | | Disposed | (A) or of (D) 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | | (A) or | Transaction(s) | | | | |
| | | | | Code V | Amount | (D) Price | (Instr. 3 and 4) | | | | |
| Reminder: Report on | a separate line | for each cla | ass of sec | urities benef | icially ow | ned directly o | or indirectly. | | | | |
| 1 · | | | | | Perso | ons who res | pond to the colle ained in this forr | | SEC 1474 (9-02) | | |

Persons who respond to the collection of SEC 147 information contained in this form are not (9-0 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 | 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) |

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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> | 12/31/2006 | | A | | 437.4228 | | (2) | (2) | Common Stock | 437.42 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| BOWLES CRANDALL CLOSE JPMORGAN CHASE & CO. 270 PARK AVENUE NEW YORK, NY 100172070 | Х | | | | | | | |
| Signatures | | | | | | | | |
| By: /s/ Anthony Horan under POA | 01/0 | 03/2007 | | | | | | |
| **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) 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.