J P MORGAN CHASE & CO

Form 4 October 02, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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

may continue.

See Instruction

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

1(b).

Common

Common

Stock

Stock

09/30/2007

09/30/2007

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading RAYMOND LEE R Issuer Symbol J P MORGAN CHASE & CO [JPM] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Other (specify Officer (give title JPMORGAN CHASE & CO., 270 09/30/2007 below) PARK AVENUE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 100172070 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) or 5. Amount of 6. 7. Nature 3. TransactionDisposed of (D) Ownership Security (Month/Day/Year) Execution Date, if Securities of Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4)

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

Code V

 $A^{(1)}$

 $A^{(2)}$

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.

(Instr. 3 and 4)

119,468.4859

119,958.7354

or

(D)

Α

Price

\$0

Amount

92,135.3164

490.2495

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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 Exer	cisable and	7. Title and A	Amoun
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative Securities		Expiration Date		Underlying Securit	
Security	or Exercise		any	Code	Acquired (A) or	(Month/Day	/Year)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Disposed of (D)					
	Derivative				(Instr. 3, 4, and 5)				
	Security								
						Date	Expiration		Amo
						Exercisable	Date	Title	Numl
				Code V	(A) (D)	2.1010154010			Share
Common								C	
Stock	(3)	09/30/2007		$D_{(1)}^{(1)}$	92,135.3164	<u>(4)</u>	<u>(4)</u>	Common	92,1
Equivalents	- 			_	, , , , , , , , , , , , , , , , , , , ,	_	_	Stock	,-
Equivalents									

Reporting Owners

Reporting Owner Name / Address	Relationships					
·k····	Director	10% Owner	Officer	Other		
RAYMOND LEE R JPMORGAN CHASE & CO. 270 PARK AVENUE NEW YORK, NY 100172070	X					

Signatures

By: /s/ Anthony Horan under POA

Date

10/02/2007

**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) Effective September 30, 2007, previous awards of common stock equivalents which were payable in cash upon retirement were converted into deferred stock units payable in common stock following termination of service as director.
- (2) Deferral of quarterly retainer, payable in common stock following termination of service as director.
- (3) 1-for-1
- (4) 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.

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