

J P MORGAN CHASE & CO
Form 4
November 02, 2005

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILSON DON M III

(Last) (First) (Middle)

270 PARK AVENUE

(Street)

NEW YORK, NY 100172070

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

J P MORGAN CHASE & CO [JPM]

3. Date of Earliest Transaction
(Month/Day/Year)

10/31/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Risk Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/26/2005		G	V	420	D	\$ 0	653,284.4627	D	
Common Stock	10/27/2005		G	V	390	D	\$ 0	652,894.4627	D	
Common Stock	10/31/2005		M		10,000	A	\$ 19.1875	666,198.4478	D	
Common Stock	10/31/2005		F		7,595	D	\$ 36.6	658,603.4478	D	
Common Stock	11/01/2005		M		10,000	A	\$ 19.1875	668,603.4478	D	

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Common Stock	11/01/2005	F	7,582	D	\$ 36.785	661,021.4478	D
Common Stock	11/02/2005	G V	2,825	D	\$ 0	658,196.4478	D

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

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(9-02)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Rights to Buy)	\$ 19.1875	10/31/2005		M		10,000		01/16/1997 ⁽¹⁾	01/15/2006	Common Stock	10,000
Stock Options (Rights to Buy)	\$ 19.1875	11/01/2005		M		10,000		01/16/1997 ⁽¹⁾	01/15/2006	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
WILSON DON M III 270 PARK AVENUE NEW YORK, NY 100172070	Director 10% Owner Officer Other Chief Risk Officer

Signatures

By: /s/ Anthony Horan under
POA for 11/02/2005

**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) Vested annually in thirds beginning on January 16, 1997.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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