

J P MORGAN CHASE & CO  
 Form 4  
 April 21, 2006

**FORM 4**

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

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DIMON JAMES**

(Last) (First) (Middle)

**JPMORGAN CHASE & CO., 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)

**04/20/2006**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/20/2006		M		528,000 A \$ 21.5	2,777,076	D
Common Stock	04/20/2006		F		380,929 D \$ 42.62	2,396,147	D
Common Stock	04/20/2006		M		528,000 A \$ 21.5	2,924,147	D
Common Stock	04/20/2006		F		380,929 D \$ 42.62	2,543,218	D
Common Stock	04/20/2006		M		654,720 A \$ 21.5	3,197,938	D

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Common Stock	04/20/2006	F	472,352	D	\$ 42.62	2,725,586	D	
Common Stock	04/20/2006	M	283,800	A	\$ 28.7	3,009,386	D	
Common Stock	04/20/2006	F	231,725	D	\$ 42.62	2,777,661	D	
Common Stock						3,062.2779	I	By 401(k)
Common Stock						1,320,000	I	By Spouse

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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 21.5	04/20/2006		M	528,000	07/01/2004	03/27/2010	Common Stock
Employee Stock Option (right to buy)	\$ 21.5	04/20/2006		M	528,000	07/01/2004	03/27/2010	Common Stock
Employee Stock Option (right to buy)	\$ 21.5	04/20/2006		M	654,720	07/01/2004	03/27/2010	Common Stock
Employee Stock Option (right to buy)	\$ 42.62	04/20/2006		A	266,307	10/20/2006	03/27/2010	Common Stock

buy)

Employee  
Stock  
Option  
(right to  
buy)

\$ 42.6

04/20/2006

A

266,307

10/20/2006

03/27/2010

Common  
Stock

Employee  
Stock  
Option  
(right to  
buy)

\$ 42.6

04/20/2006

A

330,221

10/20/2006

03/27/2010

Common  
Stock

Employee  
Stock  
Option  
(right to  
buy)

\$ 28.7

04/20/2006

M

283,800

02/09/2002<sup>(1)</sup>

02/09/2011

Common  
Stock

Employee  
Stock  
Option  
(right to  
buy)

\$ 42.62

04/20/2006

A

231,725

10/20/2006

02/09/2011

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIMON JAMES JPMORGAN CHASE & CO. 270 PARK AVENUE NEW YORK, NY 100172070	X		Chief Executive Officer	

## Signatures

By: /s/ Anthony Horan under  
POA

04/21/2006

\_\_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) Option vests over 5 years in 20% annual increments from date of grant. The date exercisable reported in the table is the first vesting date.

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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