

J P MORGAN CHASE & CO
Form 4
August 08, 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 *
MILLER HEIDI

(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)

08/04/2006

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)

Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/04/2006 | | M | | 31,000 | A | \$ 31.65 |
| Common Stock | 08/04/2006 | | M | | 32,000 | A | \$ 31.22 |
| Common Stock | 08/04/2006 | | F | | 25,656 | D | \$ 45.66 |
| Common Stock | 08/04/2006 | | F | | 26,313 | D | \$ 45.66 |
| Common Stock | | | | | | | 1,584 |
| | | | | | | I | As Custodian For |

| | | | Children |
|--------------|------------|---|-----------|
| Common Stock | 2,043.6245 | I | By 401(k) |
| Common Stock | 5,280 | I | By GRAT |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (right to buy) | \$ 31.65 | 08/04/2006 | | M | 31,000 | 04/01/2002 ⁽¹⁾ | 04/01/2012 | Common Stock |
| Employee Stock Option (right to buy) | \$ 45.66 | 08/04/2006 | | A | 25,656 | 02/04/2007 | 04/01/2012 | Common Stock |
| Employee Stock Option (right to buy) | \$ 31.22 | 08/04/2006 | | M | 32,000 | 04/16/2003 ⁽¹⁾ | 04/16/2012 | Common Stock |
| Employee Stock Option (right to buy) | \$ 45.66 | 08/04/2006 | | A | 26,313 | 02/04/2007 | 04/16/2012 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLER HEIDI JPMORGAN CHASE & CO. 270 PARK AVENUE NEW YORK, NY 100172070 | | | Executive Vice President | |

Signatures

By: /s/ Anthony Horan under
POA

08/08/2006

__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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