J P MORGAN CHASE & CO
Form 4
August 08, 2006

FORM 4

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

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

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
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(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
__X__ Officer (give title below) _____ Other (specify below)
Executive Vice President

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	08/04/2006		M		31,000	A	$ 31.65	320,523.0142	D	
Common Stock	08/04/2006		M		32,000	A	$ 31.22	352,523.0142	D	
Common Stock	08/04/2006		F		25,656	D	$ 45.66	326,867.0142	D	
Common Stock	08/04/2006		F		26,313	D	$ 45.66	300,554.0142	D	
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.

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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 Ar Underlying Se (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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