

J P MORGAN CHASE & CO
Form 4
April 20, 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 *
CROWN JAMES S

(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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 04/20/2006 | | M | 8,243 A \$ 18.2045 | 148,681.488 | D | |
| Common Stock | | | | | 8,872 | I | By IRA |
| Common Stock | | | | | 1,547,123 | I | By Partnership (Areljay) ⁽¹⁾ <u>(2)</u> |
| Common Stock | | | | | 383,096 | I | By Partnership (Crown) |

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| | | | |
|--------------|-----------|---|--|
| Common Stock | 2,696,199 | I | Fund II) <u>(2)</u> <u>(3)</u> By Partnership (Henry Crown & Co) <u>(2)</u> <u>(4)</u> |
| Common Stock | 187,955 | I | By Partnership (Pines Trailer Limited) <u>(2)</u> <u>(5)</u> |
| Common Stock | 6,019,813 | I | By Partnership (The Crown Fund) <u>(2)</u> <u>(6)</u> |
| Common Stock | 7,303 | I | By Spouse <u>(2)</u> |
| Common Stock | 1,570 | I | By Spouse's IRA <u>(2)</u> |
| Common Stock | 204,605 | I | By Trust (Crown) <u>(2)</u> <u>(7)</u> |

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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(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | \$ 18.2045 | 04/20/2006 | | M | 8,243 | 07/01/2004 08/01/2006 | | 8,243 |

Director
 Stock
 Option
 (right to
 buy)

Common
 Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CROWN JAMES S JPMORGAN CHASE & CO. 270 PARK AVENUE NEW YORK, NY 100172070 | X | | | |

Signatures

By: /s/ Anthony Horan under
 POA 04/20/2006

__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) Owned by a partnership of which a corporation of which the Reporting Person is a director, officer and shareholder and a trust of which the Reporting Person is a beneficiary are partners. (Areljay, L.P.)
- (2) The Reporting Person disclaims beneficial ownership of these shares except to the extent of his beneficial ownership therein.
- (3) Owned by a partnership of which the Reporting Person is a partner (Crown Fund II).
- (4) Owned by a partnership of which the Reporting Person is a partner (Henry Crown and Company) (Not Incorporated)).
- (5) Owned by a partnership, Pines Trailer Limited Partnership, of which a corporation of which the Reporting Person is a shareholder and a partnership of which the Reporting Person is a partner are partners.
- (6) Owned by a partnership of which the Reporting Person is a partner. (The Crown Fund)
- (7) Owned by a trust of which Reporting Person is a co-trustee and a beneficiary (Rebecca K. Crown Income Charitable Fund).

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.