Edgar Filing: HARRISON WILLIAM B JR - Form 4

HARRISO Form 4 January 26,	N WILLIAM B JI	R									
FORM	VI 4 UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB AP OMB Number:	PROVAL 3235-0287	
Check t if no lot subject Section Form 4 Form 5 obligati may co <i>See</i> Inst 1(b).	nger to 16. or Filed pu ons ntinue.	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								Expires:January 31Expires:2005Estimated averageburden hours perresponse0.5	
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> HARRISON WILLIAM B JR			2. Issuer Name and Ticker or Trading Symbol J P MORGAN CHASE & CO [JPM]					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 270 PARK AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 01/25/2005				[0.1.1.2]	(Check all applicable) X_ Director 10% Owner X_ Officer (give title Other (specify below) below) Chairman and CEO			
NEW YOF	4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
(City)	(State)	(Zip)	Tal	ble I - Non.	.Derivative	Secu	rities Acc	Person quired, Disposed of,	or Beneficially	v Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4) Amount	ies Ac sposed	quired l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/25/2005			F	31,876	D	\$ 37.02	1,028,496.0943	D		
Common Stock								18,553.368	Ι	By 401(k)	
Common Stock								23,253	Ι	By Spouse	

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. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
HARRISON WILLIAM B JR 270 PARK AVENUE NEW YORK, NY 100172070	Х		Chairman and CEO					
Signatures								
By: /s/ Anthony Horan under POA	0	01/26/2005						

<u>**</u>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).

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.