

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): February 26, 2008

**JPMORGAN CHASE & CO.**

(Exact Name of Registrant  
as Specified in Charter)

**DELAWARE**

(State or Other Jurisdiction of  
Incorporation)

**001-05805**

(Commission File Number)

**13-2624428**

(IRS Employer Identification No.)

**270 Park Avenue,  
New York, NY**

(Address of Principal Executive Offices)

**10017**

(Zip Code)

Registrant's telephone number, including area code: **(212) 270-6000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

The following Exhibits are incorporated by reference into the Registration Statement on Form S-3ASR (333-130051) of JPMorgan Chase & Co. (the "Registrant") as exhibits thereto and are filed as part of this Current Report.

- 8.1 Tax Opinion of Sullivan & Cromwell relating to Principal Protected Asset Allocation Notes Linked to the Performance of the Best of Three Reference Portfolios Each Comprised of Four Asset Classes due February 28, 2013 and February 28, 2014

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

JPMORGAN CHASE & CO. (Registrant)

By: /s/ Anthony J. Horan  
\_\_\_\_\_  
Name: Anthony J. Horan  
Title: Corporate Secretary

Dated: February 29, 2008

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
8.1	Tax Opinion of Sullivan & Cromwell relating to Principal Protected Asset Allocation Notes Linked to the Performance of the Best of Three Reference Portfolios Each Comprised of Four Asset Classes due February 28, 2013 and February 28, 2014

February 26, 2008

JPMorgan Chase & Co.,  
270 Park Avenue,  
New York, New York 10017.

Ladies and Gentlemen:

We have acted as special tax counsel to JPMorgan Chase & Co. (the “Company”) in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the “SEC”) under the Securities Act of 1933, as amended, of the pricing supplements, each dated February 26, 2008, relating to the public offering by the Company of the Principal Protected Asset Allocation Notes Linked to the Performance of the Best Performing of Three Reference Portfolios Each Comprised of Four Asset Classes (the “Pricing Supplements”). The Pricing Supplements supplement the prospectus dated December 5, 2005, the prospectus supplement dated October 12, 2006, and the product supplement no. 109-I dated December 31, 2007 filed by the Company with the SEC under the Company’s Registration Statement on Form S-3 (File No. 333-130051).

We hereby confirm to you our opinions as set forth under the heading “Certain U.S. Federal Income Tax Consequences” in the product supplement and under the heading “Selected Purchase Considerations — Taxed as Contingent Payment Debt Instruments” in the Pricing Supplements, subject to the limitations set forth therein.

We hereby consent to the filing with the SEC of this letter as an exhibit and the reference to us under the heading “Certain U.S. Federal Income Tax Consequences” in the product supplement and under the heading “Selected Purchase Considerations — Taxed as Contingent Payment Debt Instruments” in the Pricing Supplements. In giving such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Sullivan & Cromwell LLP