

JPMorgan Chase & Co.

Filed Pursuant to Rule 433
Registration No. 333-146731
Dated: July 15, 2010

Pricing Term Sheet

This term sheet supplements the information set forth under "Description of the Notes" in the Prospectus Supplement, subject to completion, dated July 15, 2010 to the Prospectus dated October 16, 2007.

Issuer:	JPMorgan Chase & Co.
Security:	4.40% Notes due 2020
Ratings:	Aa3/A+/AA-
Currency:	USD
Size:	\$2,500,000,000
Security Type:	SEC Registered Senior Notes
Maturity:	July 22, 2020
Coupon:	4.40%
Payment Frequency:	Semi-Annually
Day Count Convention:	30/360
Benchmark Treasury:	3.500% US Treasury due 05/20
Spread to Benchmark Treasury:	+145 bps
Benchmark Treasury Spot and Yield:	104-12; 2.983%
Price to Public:	99.736% of face amount
Yield to maturity:	4.433%
Proceeds (Before Expenses) to Issuer:	\$2,482,150,000 (99.286%)
Interest Payment Dates:	January 22 and July 22 of each year, commencing January 22, 2011
Trade Date:	July 15, 2010
Settlement Date:	July 22, 2010 (T+5)
Denominations	\$2,000 x \$1,000
CUSIP/ISIN:	46625H HS2 / US46625HHS22
Sole Bookrunner:	J.P. Morgan Securities Inc.
Co-Managers:	Loop Capital Markets, LLC Ramirez & Co., Inc. The Williams Capital Group, L.P.

Settlement Period: The closing will occur on July 22, 2010, which will be more than three U.S. business days after the date of this pricing term sheet. Rule 15c6-1 under the Securities Exchange Act of 1934 generally requires that securities trades in the secondary market settle in three business days, unless the parties to a trade expressly agree otherwise.

JPMorgan Chase & Co. has filed a registration statement (including a prospectus, as supplemented by a prospectus supplement) with the Securities and Exchange Commission, or SEC, for the offering to which this term sheet relates. Before you invest, you should read the prospectus in that registration statement, the prospectus supplement and any other documents relating to this offering that JPMorgan Chase & Co. has filed with the SEC for more complete information about JPMorgan Chase & Co. and this offering. You may get these documents without cost by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling collect 1-212-834-4533.

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