

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>CROWN JAMES S</u>  (Last) (First) (Middle) <u>HENRY CROWN AND COMPANY,</u> <u>222 NORTH LASALLE STREET</u>  (Street) <u>CHICAGO</u> <u>60601</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>J P MORGAN CHASE &amp; CO [ JPM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	07/01/2004		A		6,019,814	A	\$0 <sup>(1)</sup>	6,019,814	I <sup>(2)</sup>	See Footnote 02
Common Stock	07/01/2004		A		2,003,522	A	\$0 <sup>(1)</sup>	2,003,522	I <sup>(3)</sup>	See Footnote 03
Common Stock	07/01/2004		A		1,547,123	A	\$0 <sup>(1)</sup>	1,547,123	I <sup>(4)</sup>	See Footnote 04
Common Stock	07/01/2004		A		880,633	A	\$0 <sup>(1)</sup>	880,633	I <sup>(5)</sup>	See Footnote 05
Common Stock	07/01/2004		A		330,396	A	\$0 <sup>(1)</sup>	383,096	I <sup>(6)</sup>	See Footnote 06
Common Stock	07/01/2004		A		204,605	A	\$0 <sup>(1)</sup>	204,605	I <sup>(7)</sup>	See Footnote 07
Common Stock	07/01/2004		A		144,125	A	\$0 <sup>(1)</sup>	144,125	D	
Common Stock	07/01/2004		A		8,428	A	\$0 <sup>(1)</sup>	8,428	I <sup>(8)</sup>	See Footnote 08

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Director Stock Option (right to buy)	\$23.23	07/01/2004		A		8,909		07/01/2004	05/16/2010	Common Stock	8,909	\$0 <sup>(9)</sup>	8,909	D	
Director Stock Option (right to buy)	\$18.2	07/01/2004		A		8,243		07/01/2004	08/01/2006	Common Stock	8,243	\$0 <sup>(9)</sup>	8,243	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Director Stock Option (right to buy)	\$27.84	07/01/2004		A		6,600		07/01/2004	05/15/2011	Common Stock	6,600	\$0 <sup>(9)</sup>	6,600	D	
Director Stock Option (right to buy)	\$27.56	07/01/2004		A		5,446		07/01/2004	05/09/2007	Common Stock	5,446	\$0 <sup>(9)</sup>	5,446	D	
Director Stock Option (right to buy)	\$40.9	07/01/2004		A		3,670		07/01/2004	05/08/2008	Common Stock	3,670	\$0 <sup>(9)</sup>	3,670	D	
Director Stock Option (right to buy)	\$46.26	07/01/2004		A		3,564		07/01/2004	05/18/2009	Common Stock	3,564	\$0 <sup>(9)</sup>	3,564	D	
Director Stock Option (right to buy)	\$27.92	07/01/2004		A		2,640		07/01/2004	04/15/2009	Common Stock	2,640	\$0 <sup>(9)</sup>	2,640	D	
Director Stock Option (right to buy)	\$26.83	07/01/2004		A		1,049		07/01/2004	04/17/2011	Common Stock	1,049	\$0 <sup>(9)</sup>	1,049	D	
Director Stock Option(right to buy)	\$31.22	07/01/2004		A		2,640		07/01/2004	04/16/2012	Common Stock	2,640	\$0 <sup>(9)</sup>	2,640	D	

**Explanation of Responses:**

- See Remarks
- Owned by a partnership of which the Reporting Person is a partner (The Crown Fund).
- 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.
- 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.).
- Owned by a partnership of which the Reporting Person is a partner (Henry Crown and Company (Not Incorporated)).
- Owned by a partnership of which the Reporting Person is a partner (Crown Fund II).
- Owned by a trust of which Reporting Person is a co-trustee and a beneficiary (Rebecca K. Crown Income Charitable Fund).
- Owned by the Reporting Person's wife.
- See Remarks.

**Remarks:**

(1) Shares received in the merger between Bank One Corporation (ONE) & JP Morgan Chase & Co. (JPM), pursuant to which each share of ONE common stock was exchanged for 1.32 shares of JPM common stock, having a market value of \$38.77 per share on the effective date of the merger. (9) Options received in the merger of ONE & JPM, pursuant to which each outstanding option to purchase ONE common stock was converted to an option to purchase JPM common stock on substantially the same terms, except that the number of shares was adjusted by multiplying the number of ONE options by 1.32 and the exercise price was adjusted by dividing the ONE exercise price by 1.32. The Reporting Person disclaims beneficial ownership of the shares referenced in Footnotes (2) through (8), except to the extent of his beneficial ownership therein.

/s/ Laurence Goldman for  
James Crown, Power of Attorney

07/02/2004

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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.

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