

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

☐ 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

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
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1. Name and Address of Reporting Person* <u>Pinto Daniel E</u> (Last) (First) (Middle) <u>383 MADISON AVENUE</u> (Street) <u>NEW YORK NY 10179-0001</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>JPMORGAN CHASE & CO [JPM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Co-President & COO, CEO CIB</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/19/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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			

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					
<u>Restricted Stock Units⁽¹⁾</u>	<u>(2)</u>	<u>01/19/2021</u>		<u>A⁽³⁾</u>		<u>69,291</u>		<u>(4)</u>	<u>01/13/2028</u>	<u>Common Stock</u>	<u>69,291</u>	<u>\$0.0000</u>	<u>69,291</u>	<u>D</u>

Explanation of Responses:

1. Consistent with last year, Restricted Stock Units (RSUs) represent 50% of Mr. Pinto's incentive compensation for performance year 2020, with the remaining 50% awarded in the form of Performance Share Units (PSUs). Also consistent with last year, Mr. Pinto did not receive variable compensation in the form of cash. Mr. Pinto is designated as Identified Staff subject to the minimum compensation structure of the European Union's Capital Requirements Directive IV (CRD IV) and receives a fixed cash allowance in addition to base salary.
2. Each RSU represents a contingent right to receive one share of JPMC common stock. For the purposes of determining the number of RSUs and PSUs granted to Mr. Pinto, the Firm has established a grant date fair value per unit that takes into account that these awards do not carry the right to dividends or dividend equivalents prior to vesting, in accordance with local regulations.
3. Equity incentives are subject to the JPMorgan Chase Bonus Recoupment Policy which applies in the event of a material restatement of the Firm's financial results. In addition, all equity awards granted in 2021 contain recapture provisions that enable the Firm to cancel outstanding awards and/or recover the value of certain stock distributed under the award in specified circumstances. In addition to recapture provisions, portions of equity awards granted to Operating Committee members are also subject to additional Protection-based Vesting provisions under which awards may be cancelled, any determination with respect to which is subject to ratification by the Compensation & Management Committee of the Board of Directors. Furthermore, Mr. Pinto's equity incentives are subject to additional recapture provisions as applicable to the Firm's relevant U.K. regulated CRD IV Identified Staff.
4. RSUs vest 20% on each of the following dates: January 13, 2024, January 13, 2025, January 13, 2026, January 13, 2027, and January 13, 2028. The shares resulting from vesting are subject to a hold for 12 months from vesting date.

/s/ David K.F. Gillis under POA 01/21/2021

** 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.

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 Number.