

FORM 4		UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549		OMB APPROVAL	
1 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940		OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response: 0.5	
1. Name and Address of Reporting Person * Layton, Donald H. <div>(Last) (First) (Middle)</div> 270 Park Avenue <div>(Street)</div> New York, NY 10017 <div>(City) (State) (Zip)</div>		2. Issuer Name and Ticker or Trading Symbol J.P. Morgan Chase & Co. JPM 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for (Month/Day/Year) October 18, 2002 and October 21, 2002 5. If Amendment, Date of Original (Month/Year)	
				6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director 10% Owner</div> <div><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</div> <div>Officer/Other Description Executive Officer</div> 7. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Individual Filing</div> <div><input type="checkbox"/> Joint/Group Filing</div>	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)
		Code V	Amount	A/D	Price	
Common Stock	10/18/2002	M	60,000.0000	A	\$11.5625	
Common Stock	10/18/2002	S	37,000.0000	D	\$18.8500	
Common Stock	10/18/2002	F	9,264.0000	D		
Common Stock	10/21/2002	M	60,000.0000	A	\$11.5625	
Common Stock	10/21/2002	M	1,623.0000	A	\$7.0907	
Common Stock	10/21/2002	F	46,194.0000	D		506,760.4261

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).

Layton, Donald H. - October 2002

Form 4 (continued)

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)	4. Transaction Code and Voluntary (V) Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code V		(DE) (ED)					
Stock Options (Rights to Buy)	\$11.5625	10/18/2002	M	(D) 60,000.00	10/30/1993 10/30/2002	Common Stock - 60,000.00			D	
Stock Options (Rights to Buy)	\$11.5625	10/21/2002	M	(D) 60,000.00	10/30/1993 10/30/2002	Common Stock - 60,000.00		0.00	D	
Stock Options (Rights to Buy)	\$7.0907	10/21/2002	M	(D) 1,623.00	12/15/1990 12/15/2002	Common Stock - 1,623.00		0.00	D	

Explanation of Responses :

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

_____/s/ Susan S. Spagnola_____
** Signature of Reporting Person

_____/10/22/02_____
Date

On behalf of
Donald H. Layton

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.