



SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: August 12, 2002

Commission file number 1-5805

J.P. MORGAN CHASE & CO.

(Exact name of registrant as specified in its charter)

Delaware

13-2624428

(State or other jurisdiction  
of incorporation)

(I.R.S. Employer  
Identification No.)

270 Park Avenue, New York, New York

10017

(Address of principal executive offices)

(Zip Code)

(Registrant’s telephone number, including area code) 212-270-6000

## Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

The following exhibits are furnished as part of this report:

Exhibit	Description
99.1	Statement under oath, dated August 12, 2002, of the Principal Executive Officer of the Company regarding facts and circumstances relating to the Company's filings under the Securities Exchange Act of 1934.
99.2	Statement under oath, dated August 12, 2002, of the Principal Financial Officer of the Company regarding facts and circumstances relating to the Company's filings under the Securities Exchange Act of 1934.
99.3	Certification of Periodic Report, dated August 12, 2002, of the Principal Executive Officer and Principal Financial Officer of the Company pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

## Item 9. Regulation FD Disclosure

On August 12, 2002, the principal executive officer and principal financial officer of J.P. Morgan Chase & Co. (the "Company") each submitted to the Securities and Exchange Commission a written statement under oath regarding facts and circumstances relating to the Company's filings under the Securities Exchange Act of 1934 pursuant to Securities and Exchange Commission Order No. 4-460. Attached as Exhibits 99.1 and 99.2 are copies of such written statements.

In addition, on August 12, 2002, the principal executive officer and principal financial officer of the Company provided a written statement accompanying the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Attached as Exhibit 99.3 is a copy of such written statement.

The information in this Current Report on Form 8-K, including the exhibits, is furnished pursuant to Item 9 and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities under that Section. Furthermore, the information in this Current Report on Form 8-K, including the exhibits, shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933.

## EXHIBIT INDEX

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99.3	Certification of Periodic Report, dated August 12, 2002, of the Principal Executive Officer and Principal Financial Officer of the Company pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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.

J.P. MORGAN CHASE & CO.

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(Registrant)

/s/ William H. McDavid

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William H. McDavid  
General Counsel

Dated: August 12, 2002

**Statement Under Oath of Principal Executive Officer and Principal Financial Officer  
Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, William B. Harrison, Jr., state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of J.P. Morgan Chase & Co., and, except as corrected or supplemented in a subsequent covered report:
- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
  - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Company's audit committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
- Annual Report on Form 10-K for the year ended December 31, 2001 of J.P. Morgan Chase & Co. filed with the Commission;
  - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of J.P. Morgan Chase & Co. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - any amendments to any of the foregoing.

/s/ William B. Harrison, Jr.

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William B. Harrison, Jr.  
Chief Executive Officer  
August 12, 2002

Subscribed and sworn to before me  
this 12<sup>th</sup> day of August 2002.

/s/ Anthony J. Horan

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Notary Public

My Commission Expires: April 9, 2003

**Statement Under Oath of Principal Executive Officer and Principal Financial Officer  
Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, Dina Dublon, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of J.P. Morgan Chase & Co., and, except as corrected or supplemented in a subsequent covered report:
- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
  - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Company's audit committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
- Annual Report on Form 10-K for the year ended December 31, 2001 of J.P. Morgan Chase & Co. filed with the Commission;
  - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of J.P. Morgan Chase & Co. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - any amendments to any of the foregoing.

/s/ Dina Dublon

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Dina Dublon  
Chief Financial Officer  
August 12, 2002

Subscribed and sworn to before me  
this 12<sup>th</sup> day of August 2002.

/s/ Anthony J. Horan

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Notary Public

My Commission Expires: April 9, 2003

**Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  
(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350) each of the undersigned officers of J.P. Morgan Chase & Co., a Delaware corporation (the “Company”), does hereby certify that:

The Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 (the “Form 10-Q”) of the Company fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 12, 2002

By: /s/ William B. Harrison, Jr.

William B. Harrison, Jr.  
Chief Executive Officer

Dated: August 12, 2002

By: /s/ Dina Dublon

Dina Dublon  
Chief Financial Officer