

UNITED STATES
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 (date of earliest event reported): **December 10, 2004**

JPMORGAN CHASE & CO.
(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation)

1-5805
(Commission File
Number)

13-2624428
(IRS Employer
Identification Number)

270 Park Avenue, New York, NY
(Address of Principal Executive Office)

10017
(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

On December 10, 2004, JPMorgan Chase & Co. ("JPMC") sent a notice to its directors and Section 16 officers notifying them of a blackout with respect to the JPMorgan Chase & Co. 401(k) Savings Plan (the "Plan"). The blackout period is expected to begin December 28, 2004 and end January 6, 2005. JPMC provided the notice to the directors and officers in accordance with Section 306 of the Sarbanes-Oxley Act of 2002 and Rule 104 of Regulation BTR. A copy of the notice is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

99.1	Notice of Blackout Period to Directors and Section 16 Officers of JPMorgan Chase & Co., dated December 10, 2004.
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

JPMORGAN CHASE & CO.
(Registrant)

By: /s/ Anthony J. Horan
Name: Anthony J. Horan
Title Corporate Secretary

Date: December 10, 2004

EXHIBIT INDEX

99.1 Notice of Blackout Period to Directors and Section 16 Officers of JPMorgan Chase & Co., dated December 10, 2004.

December 10, 2004

TO: Directors and Section 16 Officers of

JPMorgan Chase & Co.

FROM: Anthony J. Horan

Notice of Blackout Period for 401(k) Savings Plan

- This notice is required pursuant to the Sarbanes-Oxley Act
- You may not conduct transactions in JPMC equity securities during a "blackout period" described below that we expect to begin December 28, 2004 and end January 6, 2005, except that you may make gifts during this period.
- You are in any event subject to the JPMC window policy that restricts your ability to conduct transactions in JPMC securities except during window periods. The window is now closed and the next window period is scheduled for the period January 20, 2005 through and including February 15, 2005.

This is to notify you of an upcoming blackout period under the JPMorgan Chase & Co. 401(k) Savings Plan. During this trading blackout, your ability to conduct transactions in JPMC equity securities will be limited. We expect the blackout period to begin December 28, 2004 and end January 6, 2005.

The blackout period will allow the Firm to replace the heritage JPMC and Bank One 401(k) plans with the new JPMorgan Chase 401(k) Savings Plan (the "401(k) Plan"). During the blackout period, participants will be unable to direct investments or change the assets held in their plan accounts or obtain a loan, withdrawal or distribution from the 401(k) Plan. Participants in the heritage plans have already been notified of the blackout period.

In addition, because the 401(k) Plan offers JPMC common stock as an investment option, pursuant to Section 306 of the Sarbanes-Oxley Act of 2002 **JPMC directors and Section 16 officers are not permitted to trade in JPMC equity securities while 401(k) Plan participants are unable to transact in the 401(k) Plan.** This means that except as provided in the next paragraph, during the blackout period you may not directly or indirectly purchase, sell, or otherwise acquire or transfer any JPMC equity securities (including the exercise of any options or the sale of any restricted stock). This prohibition applies to JPMC equity securities you hold both inside and outside the 401(k) Plan.

Gifts, dividend reinvestments under a dividend reinvestment plan and trading pursuant to a 10b5-1 trading plan are exempt from this prohibition.

Please note that the restrictions described in this notice are in addition to the normal restrictions on trading activity that JPMC imposes on directors and executive officers. In particular, you continue to be subject to the window period policy which prohibits most transactions until the next window period and to the pre-clearance requirements prior to any transaction in JPMC securities.

If you have any questions with respect to this notice, please contact me at (212) 270-7122.

Anthony J. Horan, Corporate Secretary

JPMorgan Chase & Co.

270 Park Avenue

New York, NY 10017