

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): **March 27, 2007**

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 5.02(e) Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On March 27, 2007, JPMorgan Chase & Co. (the "Firm") entered into an agreement with William B. Harrison, Jr. regarding administrative matters related to his retirement effective December 31, 2006, as Chairman of JPMorgan Chase & Co.

Under the agreement, the Firm will provide Mr. Harrison with:

- access to office space and administrative support as long as necessary, reasonable, and appropriately utilized (up to age 70), subject to periodic review of appropriate utilization.
- access to a car and driver for business and personal use and will maintain his current home security arrangements until December 31, 2007.
- access to corporate aircraft for use in support of the Firm's business with the approval of Chairman & CEO and subject to availability. For personal travel, Mr. Harrison will have access until December 31, 2008, to aircraft available under the Firm's agreement with NetJets, with full costs paid by Mr. Harrison.

A copy of the agreement dated March 27, 2007, regarding administrative matters related to William B. Harrison Jr.'s. retirement is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

99.1 Agreement dated March 27, 2007, regarding administrative matters

related to William B. Harrison Jr.'s retirement

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.

By: /s/ Anthony J. Horan

Date March 30, 2007

Name: Anthony J. Horan

Title: Corporate Secretary

EXHIBIT INDEX

99.1	Agreement dated March 27, 2007, regarding administrative matters related to William B. Harrison Jr.'s retirement
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[JPMorganChase Letterhead]

John F. Bradley
Director Human Resources

March 27, 2007

Mr. William Harrison

Dear Bill:

The purpose of this letter is to outline administrative matters related to your retirement effective December 31, 2006 as Chairman of JPMorgan Chase & Co.

We appreciate that you will be available to provide client advice and consultation on strategic and transitional issues commensurate with your role as former Chairman, at no additional expense to the firm. If you provide services beyond your role as former Chairman, the firm will consider such services and in its discretion may determine that you are entitled to compensation for such services.

The firm will provide you with access to office space and administrative support as long as necessary, reasonable, and appropriately utilized, up to your 70th birthday. This is subject to periodic review of appropriate utilization. Use beyond age 70 would be subject to the approval of the Compensation & Management Development Committee of the Board of Directors.

You will have access to a car and driver for business and personal use and we will maintain your current home security arrangements until December 31, 2007. Any extension of such arrangements beyond December 31, 2007 would be subject to the approval of the Compensation & Management Development Committee. Personal use of the car and driver will result in imputed income to you.

You will have access to corporate aircraft for use in support of the firm's business with the approval of Chairman & CEO and subject to availability. For personal travel, which includes travel to attend meetings of corporate boards on which you may serve, you will have access until December 31, 2008, to aircraft available under the firm's agreement with NetJets, with full costs paid by you to NetJets.

If these arrangements reflect your understanding, please so indicate by signing a copy of this letter in the space below and return it to me. Please do not hesitate to let me know if you have any questions regarding these arrangements.

Sincerely,
/s/ John F. Bradley

Agreed:

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