UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 22, 2009

JPMORGAN CHASE & CO.

(Exact Name of Registrant as Specified in Charter)

DELAWARE	**001-05805**	**13-2624428**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

270 Park Avenue, New York, NY	**10017**
(Address of Principal Executive Offices)	**(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 8.01. Other Events

On December 22, 2009, JPMorgan Chase & Co. ("JPMorgan Chase" or the "Company"), and JPMorgan Chase Capital XXVIII, a statutory trust formed under the laws of the State of Delaware ("XXVIII Trust"), closed the public offering of $1,500,000,000 aggregate liquidation amount of XXVIII Trust's Fixed-to-Floating Rate Capital Securities, Series BB (the "XXVIII Capital Securities"), representing preferred beneficial interests in XXVIII Trust. The XXVIII Capital Securities and the related guarantee have been registered under the Securities Act of 1933, as amended, by a registration statement on Form S-3 (File Nos. 333-146220 and 333-146220-04).

Immediately prior to the issuance of the XXVIII Capital Securities, the Company entered into a Supplemental Indenture, dated as of December 22, 2009 (the "Supplemental Indenture"), to the Indenture, dated as of December 1, 1996, between the Company and The Bank of New York Mellon, as Debenture Trustee (the "Trustee"). A conformed copy of the Supplemental Indenture executed and delivered by the Company and the Debenture Trustee is attached as Exhibit 4.1, which is hereby incorporated by reference into the Registration Statement on Form S-3 filed on September 21, 2007 (File Nos. 333-146220, 333-146220-01, 333-146220-02, 333-146220-03, 333-146220-04, 333-146220-05, 333-146220-06, 333-146220-07, and 333-146220-08).

In connection with the issuance of the XXVIII Capital Securities, Simpson Thacher & Bartlett LLP rendered an opinion regarding certain tax matters. A copy of their opinion is attached as Exhibit 8.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The following Exhibits are being filed and not furnished as part of this Current Report and are incorporated by reference into the Registration Statement on Form S-3 (File Nos. 333-146220 and 333-146220-04) of the Company and XXVIII Trust.

4.1 Supplemental Indenture, dated as of December 22, 2009, to the Indenture, dated as of December 1, 1996, between the Company and The Bank of New York Mellon, as Debenture Trustee.

8.1 Tax Opinion of Simpson Thacher & Bartlett LLP dated December 22, 2009 (XXVIII Capital Securities)

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.

JPMORGAN CHASE & CO.
(Registrant)

Dated: December 22, 2009

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

EXHIBIT INDEX

Exhibit Number	Description
4.1	Supplemental Indenture, dated as of December 22, 2009, to the Indenture, dated as of December 1, 1996, between the Company and The Bank of New York Mellon, as Debenture Trustee.
8.1	Tax Opinion of Simpson Thacher & Bartlett LLP dated December 22, 2009 (XXVIII Capital Securities)

Exhibit 4.1

JPMORGAN CHASE & CO.

(Formerly Known As The Chase Manhattan Corporation)

AND

THE BANK OF NEW YORK MELLON,

as Trustee

SUPPLEMENTAL INDENTURE

Dated as of December 22, 2009

to

JUNIOR SUBORDINATED INDENTURE

Dated as of December 1, 1996

SUPPLEMENTAL INDENTURE, dated as of December 22, 2009, between JPMORGAN CHASE & CO. (formerly known as "The Chase Manhattan Corporation"), a Delaware corporation (the "Company") having its principal office at 270 Park Avenue, New York, NY 10017, and THE BANK OF NEW YORK MELLON (formerly known as The Bank of New York), a New York banking corporation, as Trustee (the "Trustee").

WITNESSETH:

WHEREAS, the Company and the Trustee have heretofore executed and delivered a certain Junior Subordinated Indenture, dated as of December 1, 1996, as supplemented by a supplemental indenture thereto, dated as of September 23, 2004, and a supplemental indenture thereto, dated as of May 9, 2005 (as so supplemented, the "Indenture"; capitalized terms not otherwise defined herein shall have the meanings set forth in the Indenture), providing for the issuance from time to time of Securities;

WHEREAS, Section 9.1(7) of the Indenture provides that a supplemental indenture may be entered into by the Company and the Trustee without the consent of any Holder of any Securities to cure any ambiguity, to correct or supplement any provision of the Indenture which may be defective or inconsistent with any other provision of the Indenture, or to make any other provisions with respect to matters or questions arising under the Indenture, provided that such action shall not adversely affect the interest of the Holders of Securities of any series in any material respect or, in the case of the Securities of a series issued to a Trust and for so long as any of the corresponding series of Preferred Securities issued to a Trust shall remain outstanding, the holders of such Preferred Securities;

WHEREAS, the modifications set forth herein do not adversely affect the interests of the Holders of Securities in any material respect;

WHEREAS, the conditions set forth in the Indenture for the execution and delivery of this Supplemental Indenture have been satisfied; and

WHEREAS, all things necessary to make this Supplemental Indenture a valid agreement of the Company and the Trustee, in accordance with its terms, and a valid amendment of, and supplement to, the Indenture have been done.

NOW, THEREFORE, in consideration of the premises and the purchase of the Securities by the Holders thereof from time to time on or after the date hereof, it is mutually covenanted and agreed, for the equal and proportionate benefit of all such Holders, that the Indenture is supplemented and amended, to the extent and for the purposes expressed herein, as follows:

ARTICLE I

SCOPE OF THIS SUPPLEMENTAL INDENTURE

1.1. The changes, modifications and supplements to the Indenture effected by this Supplemental Indenture in Sections 2.1 through 2.5 hereof shall be applicable with respect to, and govern the terms of, any series of Securities issued under the Indenture, whether issued prior to, on or after the date hereof.

ARTICLE II

AMENDMENTS

2.1. The following definition is hereby added to Section 1.1 of the Indenture:

"Attorney-in-Fact" means an officer of the Company who has been duly appointed as an attorney-in-fact by the Company.

2.2. The definition of "Company Request" and "Company Order" contained in Section 1.1 of the Indenture is hereby amended in its entirety to read as follows:

"Company Request" and "Company Order" mean, respectively, the written request or order signed in the name of the Company by (i) the Chairman of the Board, a Vice Chairman, the President, the Chief Financial Officer, a Vice President, a Managing Director or any Attorney-in-Fact of the Company, and by (ii) any additional officer having any of the foregoing titles or by the Controller, an Assistant Controller, the Secretary or an Assistant Secretary of the Company, and delivered to the Trustee.

2.3. The definition of "Officers' Certificate" contained in Section 1.1 of the Indenture is hereby amended in its entirety to read as follows:

"Officers' Certificate" means a certificate signed by (i) the Chairman of the Board, a Vice Chairman, the President, the Chief Financial Officer, a Vice President, a Managing Director or any Attorney-in-Fact of the Company, and by (ii) any additional officer having any of the foregoing titles or by the Controller, an Assistant Controller, the Secretary or an Assistant Secretary of the Company, and delivered to the Trustee.

2.4. The Form of Face of Security set forth in Section 2.2 of the Indenture shall be modified to delete therefrom the following words: "[*President or Vice President*]".

2.5. The first paragraph of Section 3.3 of the Indenture is hereby amended in its entirety to read as follows:

"The Securities shall be executed on behalf of the Company by the Chairman of the Board, a Vice Chairman, the President, the Chief Financial Officer, a Vice President, a Managing Director or any Attorney-in-Fact of the Company and attested by its Secretary or one of its Assistant Secretaries. The signature of any of these officers on the Securities may be manual of fascimile."

ARTICLE III

MISCELLANEOUS

3.1. If any provision of this Supplemental Indenture limits, qualifies or conflicts with the duties imposed by any of Sections 310 to 317, inclusive, of the Trust Indenture Act of 1939 through operation of Section 318(c) thereof, such imposed duties shall control.

3.2. The Article headings herein are for convenience only and shall not effect the construction hereof.

3.3. All covenants and agreements in this Supplemental Indenture by the Company shall bind its successors and assigns, whether so expressed or not.

3.4. In case any provision of this Supplemental Indenture shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby.

3.5. Nothing in this Supplemental Indenture is intended to or shall provide any rights to any parties other than those expressly contemplated by this Supplemental Indenture.

3.6. THIS SUPPLEMENTAL INDENTURE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

3.7. The Trustee makes no representations as to the validity or sufficiency of this Supplemental Indenture. The recitals and statements herein are deemed to be those of the Company and not of the Trustee.

* * * *

This instrument may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, but all of which counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed, all as of the day and year first above written.

JPMORGAN CHASE & CO.

By /s/ Peter W. Smith
Name: Peter W. Smith
Title: Vice President

THE BANK OF NEW YORK MELLON
as Trustee

By /s/ Franca M. Ferrera
Name: Franca M. Ferrera
Title: Senior Associate

Exhibit 8.1

SIMPSON THACHER & BARTLETT LLP
425 LEXINGTON AVENUE
NEW YORK, N.Y. 10017-3954
(212) 455-2000

December 22, 2009

Re: Issuance and Sale of Fixed-to-Floating Rate Capital Securities, Series BB, by JPMorgan Chase Capital XXVIII

JPMorgan Chase & Co.
270 Park Avenue
New York, NY 10017

JPMorgan Chase Capital XXVII
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, NY 10017

Ladies and Gentlemen:

We have acted as special tax counsel to JPMorgan Chase & Co., a Delaware corporation (the "Corporation"), and JPMorgan Chase Capital XXVIII, a Delaware statutory trust (the "Trust," and together with the Corporation, the "Registrants"), in connection with the preparation and filing by the Registrants with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-3 (File No. 333-146220 and 333-146220-04), under the Securities Act of 1933, as amended (the "Act"), as it became effective under the Act (the "Registration Statement") and with respect to: (i) the issuance and sale of the Fixed-to-Floating Rate Junior Subordinated Deferrable Interest Debentures, Series BB, due December 22, 2039 (the "Subordinated Debentures") by the Corporation pursuant to the Indenture (the "Indenture"), dated as of December 1, 1996, between the Corporation and The Bank of New York Mellon, as trustee, as supplemented by the supplemental indentures, dated as of September 23, 2004, May 19, 2005 and

December 22, 2009; and (ii) the issuance and sale of the Fixed-to-Floating Rate Capital Securities, Series BB (the "Capital Securities") and the common securities (the "Common Securities," and together with the Capital Securities, the "Trust Securities") pursuant to the Amended and Restated Trust Agreement (the "Trust Agreement"), dated as of December 22, 2009, among the Corporation, as Depositor, The Bank of New York Mellon, as Property Trustee, BNY Mellon Trust of Delaware, as Delaware Trustee, the Administrative Trustees named therein and the several Holders (as defined therein) of the Trust Securities. The Capital Securities will be offered for sale to investors pursuant to the Registrants' prospectus dated September 21, 2007, as supplemented by the prospectus supplement dated December 15, 2009 (the "Prospectus"), filed by the Registrants pursuant to Rule 424(b) of the rules and regulations of the Commission under the Act.

The Trust Securities are guaranteed by the Corporation with respect to the payment of distributions and payments upon liquidation, redemption and otherwise pursuant to, and to the extent set forth in, the Guarantee Agreement, (the "Guarantee"), dated as of December 22, 2009, between the Corporation, as guarantor, and The Bank of New York Mellon, as trustee, for the benefit of the holders of the Trust Securities. All capitalized terms used in this opinion letter and not otherwise defined herein shall have the meaning ascribed to such terms in the Prospectus.

In delivering this opinion letter, we have reviewed and relied upon: (i) the Prospectus; (ii) the Indenture; (iii) a form of the Subordinated Debentures; (iv) a form of the Trust Agreement; (v) a form of the Guarantee; (vi) a form of the Trust Securities; (vii) the Pricing Agreement dated as of December 15, 2009 among J.P. Morgan Securities Inc., the Corporation and

the Trust, which incorporates by reference the Standard Provisions dated August 10, 2006 (together, the "Underwriting Agreement"); and (viii) the representation letter of the Corporation dated December 22, 2009 delivered to us for purposes of this opinion letter; and have made such other investigations as we have deemed necessary or appropriate as a basis for the opinions set forth herein.

In rendering the opinions described below, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies, and the authenticity of the originals of such latter documents. We also have assumed that the transactions related to the issuance of the Subordinated Debentures and the Trust Securities will be consummated in accordance with the terms of the documents and forms of documents described herein.

Based on the foregoing and subject to the qualifications, assumptions and limitations stated herein and in the Prospectus, we are of the opinion that (i) assuming that the Trust was formed and will be maintained in compliance with the terms of the Trust Agreement, the Trust will be classified as a grantor trust and not as an association taxable as a corporation for United States federal income tax purposes, (ii) the Subordinated Debentures will be treated as debt for United States federal income tax purposes, and (iii) the statements made in the Prospectus under the caption "Certain United States Federal Income Tax Consequences," insofar as they purport to constitute summaries of matters of United States federal tax law and regulations or legal conclusions with respect thereto, constitute accurate summaries of the matters described therein in all material respects.

We express no opinions with respect to the transactions referred to herein or in the Prospectus other than as expressly set forth herein. Moreover, we note that there is no authority directly on point dealing with securities such as the Capital Securities or transactions of the type described herein and that our opinions are not binding on the Internal Revenue Service or the courts, either of which could take a contrary position. Nevertheless, we believe that the opinions expressed herein, if challenged, would be sustained by a court with jurisdiction in a properly presented case.

We do not express any opinion herein concerning any law other than the federal law of the United States.

We hereby consent to the filing of this opinion letter as an exhibit to the Corporation's Form 8-K (which is deemed incorporated by reference into the Prospectus constituting part of the Registration Statement) and to the use of our name under the captions "Certain United States Federal Income Tax Consequences" and "Validity of Securities" in the Prospectus.

Very truly yours,

/s/ Simpson Thacher & Bartlett LLP

SIMPSON THACHER & BARTLETT LLP