

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: December 20, 2002  
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Commission file number 1-5805  
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J.P. MORGAN CHASE & CO.  
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(Exact name of registrant as specified in its charter)

DELAWARE  
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(State or other jurisdiction  
of incorporation)

13-2624428  
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(I.R.S. Employer  
Identification No.)

270 PARK AVENUE, NEW YORK, NEW YORK  
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(Address of principal executive office)

10017  
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(Zip Code)

(Registrant's telephone number, including area code) 212-270-6000  
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## ITEM 5. OTHER EVENTS

On December 20, 2002, J.P. Morgan Chase & Co. ("JPMorgan Chase") reached an agreement in principle with the Securities and Exchange Commission, the National Association of Securities Dealers, the New York Stock Exchange, the New York State Attorney General's Office, and the North American Securities Administrators Association, on behalf of state securities regulators, to resolve their investigations of JPMorgan Chase relating to research analyst independence. Pursuant to the agreement in principle, JPMorgan Chase will agree, among other things (i) to pay \$50 million for retrospective relief, (ii) to adopt internal structural and operational reforms that will further augment the steps it has already taken to ensure the integrity of JPMorgan Chase analyst research, (iii) to contribute \$25 million spread over five years to provide independent third-party research to clients, and (iv) to contribute \$5 million towards investor education. The settlement is subject to finalization of mutually satisfactory settlement documents and must be approved by the SEC and state regulatory authorities.

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: December 24, 2002