Table of Contents

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): **October 18, 2006**

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 No.)

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

TABLE OF CONTENTS

- Item 7.01 Regulation FD Disclosure
- Item 9.01 Financial Statements and Exhibits
- SIGNATURE
- EXHIBIT INDEX
- EX-99.1: JP MORGAN CHASE & CO. ANALYST PRESENTATION SLIDES

Item 7.01 Regulation FD Disclosure

On October 18, 2006, JPMorgan Chase & Co. (“JPMorgan Chase” or the “Firm”) held an investor presentation to review third quarter 2006 earnings.

Exhibit 99.1 is a copy of slides furnished at, and posted on the Firm’s website in connection with, the presentation. The slides are being furnished pursuant to Item 7.01, and the information contained therein shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities under that Section. Furthermore, the information contained in Exhibit 99.1 shall not be deemed to be incorporated by reference into the filings of the Firm under the Securities Act of 1933.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

Exhibit Number	Description of Exhibit
99.1	JPMorgan Chase & Co. Analyst Presentation Slides — Third Quarter 2006 Financial Results

This earnings release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are based upon the current beliefs and expectations of JPMorgan Chase’s management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements. Factors that could cause JPMorgan Chase’s results to differ materially from those described in the forward-looking statements can be found in the Firm’s Quarterly Reports on Form 10-Q for the quarters ended June 30, 2006 and March 31, 2006 (as amended), and in the 2005 Annual Report on Form 10-K for the year ended December 31, 2005 (as amended), filed with the Securities and Exchange Commission and available at the Securities and Exchange Commission’s Internet site (http://www.sec.gov).

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)

By: /s/ Joseph L. Sclafani
Joseph L. Sclafani

Executive Vice President and Controller
[Principal Accounting Officer]

Dated: October 18, 2006

Table of Contents

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
99.1	JPMorgan Chase & Co. Analyst Presentation Slides — Third Quarter 2006 Financial Results

Exhibit 99.1

OCTOBER 18, 2006

FINANCIAL RESULTS

Third Quarter 2006

JPMorganChase

3Q06 Managed Results[1]

($ in millions)

		$O/(U)		%O/(U)	
	3Q06	2Q06	3Q05	2Q06	3Q05
Revenue (FTE)[1]	$16,229	$511	$875	3%	6%
Credit Costs[1]	1,419	365	(693)	35%	(33%)
Expense (ex. Merger Cost)[2]	9,603	453	465	5%	5%
Income ex. Merger Costs & Disc. Ops	3,262	(275)	656	(8%)	25%
Merger Costs (after-tax)	30	(23)	(107)	(43%)	(78%)
Income from Discontinued Ops.	65	9	7	16%	12%
Net Income	$3,297	($243)	$770	(7%)	30%
EPS	$0.92	($0.07)	$0.21	(7%)	30%
Return on Equity[3]	12%	13%	9%		
Return on Equity-Net of GW[3]	19%	22%	16%		
Return on Tangible Common Equity[3]	21%	24%	19%		

[1] Managed basis presents revenue and credit costs without the effect of credit card securitizations. All references to credit costs refer to managed provision for credit losses.
[2] Includes impact related to adoption of SFAS 123R of $104mm in 3Q06 and $106mm in 2Q06
[3] Actual numbers for all periods, not over/under

JPMorganChase

Investment Bank

($ in millions)	3Q06	2Q06	3Q05
Revenue	$4,673	$489	$202
Investment Banking Fees	1,419	51	434
Fixed Income Markets	2,370	333	(71)
Equity Markets	612	84	(101)
Credit Portfolio	272	21	(60)
Credit Costs	7	69	53
Expense	3,101	155	224
Net Income	$976	$137	($92)
Key Statistics[1]			
ROE	18%	16%	21%
Overhead Ratio	66%	70%	64%
Comp/Rev	44% [2]	45% [2]	42%
VAR ($mm)[3]	$89	$84	$86

[1] Actual numbers for all periods, not over/under
[2] Ratio is calculated excluding effect of SFAS 123R
[3] Average Trading and Credit Portfolio VAR

- Net income of $976mm on record third-quarter revenue of $4.7bn, our second highest quarterly revenue
  - ROE of 18%
- Record IB fees of $1.4bn up 44% YoY driven by record debt underwriting and strong advisory fees
- Fixed Income Markets down 3% from record 3Q05 and up 16% from prior quarter, including very strong commodities results
- Solid Equity Markets results
- Credit costs reflect portfolio activity and stable credit quality
- Expense up 8% YoY due to higher performance-based compensation and impact of SFAS 123R

Retail Financial Services

($ in millions)		$ O/(U)	
	3Q06	2Q06	3Q05
Revenue	$3,555	($224)	($35)
Credit Costs[1]	114	14	(264)
Expense	2,139	(120)	(17)
Net Income	$746	($122)	$90
Regional Banking	744	(20)	181
Mortgage Banking	(83)	(76)	(136)
Auto Finance	85	(26)	45
Key Statistics[2]			
ROE	21%	24%	19%
Overhead (excl. CDI)	57%	57%	57%

[1] Includes Katrina-related provision of $250mm in 3Q05
[2] Actual numbers for all periods, not over/under

- Net income of $746mm up 14% YoY
  - Excluding Katrina-related provision of $250mm pre-tax in 3Q05, net income down 8% YoY
  - Results reflect sale of insurance underwriting business in early July 2006
- Successfully completed New York Tri-state consumer conversion
- Completed acquisition of Bank of New York's consumer, small-business and middle-market banking businesses on October 1

JPMorganChase

Regional Banking

($ in millions)		$ O/(U)	
	3Q06	2Q06	3Q05
Revenue	$2,962	($101)	$84
Credit Costs[1]	53	(17)	(244)
Expense	1,611	(135)	(62)
Net Income	$744	($20)	$181
Key Statistics ($bn)[2]			
ROE	29%	30%	24%
Overhead Ratio (excl. CDI)	51%	53%	54%
Checking Accts (MM)	9.3	9.1	8.7
# of Branches	2,677	2,660	2,549
# of ATMs	7,825	7,753	7,136
Total avg deposits	$187.4	$187.8	$174.4
Home equity originations	$13.3	$14.0	$14.3
Avg home equity loans owned	$78.8	$76.2	$71.7
Avg mortgage loans owned	$47.8	$47.1	$46.6
Avg education loans owned	$8.9	$8.7	$2.2

[1] Includes Katrina-related provision of $230mm in 3Q05
[2] Actual numbers for all periods, not over/under

- Net income of $744mm up 32% YoY
  - Excluding Katrina-related provision in 3Q05, net income up 5% YoY
  - Results reflect sale of insurance underwriting business in early July 2006; Approximately $150mm in revenue and $125mm in expense in prior quarters
- Branch production statistics YoY
  - Checking accounts up 7%
  - Credit card sales up 66%
  - Mortgage loan sales up 21%
- Average deposits up 7% YoY; Average home equity loans up 10% YoY
- Ex. insurance, revenue up YoY due to higher deposit and loan balances, partially offset by narrower loan and deposit spreads
- Ex. insurance, expense up YoY due to increased net investments and additional expense related to CFS acquisition in 1Q06
- Credit costs reflect stable credit quality

Mortgage Banking & Auto Finance

Mortgage Banking ($ in millions)		$ O/(U)	
	3Q06	2Q06	3Q05
Revenue	$198	($120)	($194)
Production	197	(5)	(32)
Net Mortgage Servicing	1	(115)	(162)
Expense	334	5	25
Net Income	($83)	($76)	($136)
Key Statistics ($bn)[1]			
ROE	(19%)	(2%)	13%
Mortgage loan originations	$28.4	$31.5	$39.3
3rd party mortgage loans serviced	$510.7	$497.4	$450.3

[1] Actual numbers for all periods, not over/under

- Production revenue down YoY due to lower originations, partially offset by wider margins
- Net mortgage servicing revenue reflects ($235)mm valuation adjustment to MSR asset due to changes and refinements to inputs and assumptions in valuation model
- 3rd party loans serviced up 13% YoY

Auto Finance ($ in millions)		$ O/(U)	
	3Q06	2Q06	3Q05
Revenue	$395	($3)	$75
Credit Costs	61	31	(20)
Expense	194	10	20
Net Income	$85	($26)	$45
Key Statistics ($bn)[1]			
ROE	14%	19%	6%
Avg loan receivables	$38.9	$40.3	$43.7
Avg lease-related assets	$3.9	$4.4	$6.2
Net charge-off rate	0.64%	0.43%	0.56%

Note: Results include pre-tax loss on transfer of auto loans to held-for-sale of $43mm and $20mm Katrina-related provision in 3Q05

- Results reflect improved spreads on lower balances
  - Prior year included loss on loans transferred to held-for-sale and Katrina-related provision
- Originations of $5.5bn up 8% YoY and 22% QoQ

Card Services (Managed)

($ in millions)		$ O/(U)	
	3Q06	2Q06	3Q05
Revenue	$3,646	($18)	($334)
Rev. adj. for Paymentech	*3,646*	*(18)*	*(183)*
Credit Costs[1]	1,270	239	(563)
Expense	1,253	4	(33)
Exp. adj. for Paymentech	*1,253*	*4*	*101*
Net Income	$711	($164)	$170
Key Statistics ($bn)[2]			
ROE	20%	25%	18%
ROO (pre-tax)	3.14%	4.05%	2.48%
Managed Margin	8.07%	8.66%	8.55%
Net Charge-Off Rate	3.58%	3.28%	4.70%
30-Day Delinquency Rate	3.17%	3.14%	3.39%
Avg Outstandings	$141.7	$137.2	$137.8
EOP Outstandings	$143.8	$139.3	$137.6
Charge Volume	$87.5	$84.4	$76.4
Net Accts Opened (MM)	4.2	24.6	3.0

[1] Includes $200mm increase in allowance for Hurricane Katrina ($100mm) and bankruptcy losses ($100mm) in 3Q05, and $90mm Katrina-related reserve release in 2Q06
[2] Actual numbers for all periods, not over/under
[3] Adjusted for Paymentech

- Net income of $711mm up 31% YoY
  - ROO of 3.14%
  - Prior year included $200mm increase in allowance (Katrina and bankruptcy)
- Avg outstandings of $142bn up 3% YoY driven by Sears Canada (4Q05) and Kohl's (2Q06) acquisitions and strong new account openings; Avg outstandings up 3% QoQ
- Charge volume up 15% YoY
- Revenue[3] down 5% YoY driven by:
  - Attrition of mature, higher spread balances
  - Higher cost of funds on increased promotional, introductory and transactor balances
  - Higher partner payments and rewards expense
  - Partially offset by higher loan balances from acquisitions
- Net charge-offs of $1.3bn, or 3.58%, up $159 million from 2Q; expect slight increase in 4Q
- Expense[3] up 9% YoY due to Sears Canada and Kohl's acquisitions and increased marketing, partially offset by merger savings

Commercial Banking

($ in millions)		$ O/(U)	
	3Q06	2Q06	3Q05
Revenue	$933	($16)	$56
Middle Market	617	(17)	28
Mid-Corporate Banking	160	(1)	19
Real Estate	119	5	5
Other	37	(3)	4
Credit Costs[1]	54	66	100
Expense	500	4	42
Net Income	$231	($52)	($53)
Key Statistics ($bn)[2]			
ROE	17%	21%	33%
Overhead Ratio	54%	52%	52%
Net Charge-Off Rate	0.16%	(0.02%)	0.05%
Avg Loans & Leases	$53.4	$52.4	$48.0
Avg Liability Balances[3]	$72.0	$72.6	$64.8

[1] Includes Katrina-related provision of $35mm in 3Q05
[2] Actual numbers for all periods, not over/under
[3] Includes deposits and deposits swept to on-balance sheet liabilities

- Net income of $231mm down 19% YoY
- Loans up 11% YoY driven by solid growth across all businesses; Liability balances up 11% YoY
- Revenue up 6% YoY driven by higher liability balances and loan volumes, partially offset by narrower loan spreads and a shift to lower margin liability products
  - Revenue up across all segments with growth of 13% in Mid-Corporate Banking and 5% in Middle Market
- Credit costs reflect stable credit quality and growth in loan portfolio
- Expense up 9% YoY driven by higher compensation and increased costs related to higher client usage of Treasury Services products
- Completed acquisition of Bank of New York's middle-market business on October 1

Treasury & Securities Services

($ in millions)		$ O/(U)	
	3Q06	2Q06	3Q05
Revenue	$1,499	($89)	$119
Treasury Services	697	(5)	27
Worldwide Securities Svcs	802	(84)	92
Expense	1,064	14	65
Net Income	$256	($60)	$34
Key Statistics[1]			
ROE	46%	58%	58%
Pre-tax Margin	27%	32%	25%
TSS Firmwide Revenue	$2,102	$2,204	$1,942
TSS Firmwide OH Ratio	63%	59%	64%
TS Firmwide Revenue	$1,300	$1,318	$1,232
TSS Firmwide Avg Liab Bal ($bn)[2]	$264.5	$265.4	$222.3
Avg Liability Balances ($bn)[2]	$192.5	$194.2	$157.5
Assets under Custody ($T)	$12.9	$11.5	$10.4

[1] Actual numbers for all periods, not over/under
[2] Includes deposits and deposits swept to on-balance sheet liabilities

- Net income of $256mm up 15% YoY
  - Pre-tax margin of 27%
- Liability balances up 22% YoY; Assets under custody up 23% YoY
- Revenue up 9% YoY driven by wider spreads on higher liability balances, new business, organic growth and market appreciation
- Revenue down 6% QoQ due to the absence of 2Q seasonally strong securities lending
- Expense up 7% YoY primarily due to increased client activity, business growth and investment in new product platforms

Asset & Wealth Management

($ in millions)		$ O/ (U)	
	3Q06	2Q06	3Q05
Revenue	$1,636	$16	$187
Credit Costs[1]	(28)	(21)	(9)
Expense	1,115	34	139
Net Income	$346	$3	$31
Key Statistics ($bn)[2]			
ROE	39%	39%	52%
Pre-tax Margin	34%	34%	34%
Assets under Supervision	$1,265	$1,213	$1,153
Assets under Management	$935	$898	$828
Average Loans[3]	$26.8	$25.8	$26.9
Average Deposits[3]	$51.4	$51.6	$41.5

[1] Includes Katrina-related provision of $3mm in 3Q05
[2] Actual numbers for all periods, not over/under
[3] 3Q06 & 2Q06 do not include the loans and deposits of BrownCo, which were both $3bn at the time of sale on November 30, 2005

- Net income of $346mm up 10% YoY driven by higher assets under management, partially offset by sale of BrownCo in 4Q05
- Pre-tax margin of 34%
- Revenue up 13% YoY with double-digit growth in Institutional, Private Bank and Retail client segments
- Assets under management up 13% YoY, including growth in alternative assets of 26%
  - Net AUM inflows of $22bn in 3Q06 and $59bn year-to-date

JPMorganChase

Corporate

Total Corporate ($ in millions)

	3Q06	$ O/(U) 2Q06	$ O/(U) 3Q05
Net Income	$31	$15	$590
Net Income ex. Disc. Ops[1]	(34)	6	583
Private Equity	95	(198)	(46)
Treasury	70	417	371
Other Corporate	(169)	(236)	151
Merger Costs	($30)	$23	$107

Treasury ($ in millions)

	3Q06	$ O/(U) 2Q06	$ O/(U) 3Q05
Net Income	$70	$417	$371
Net Interest Income	149	253	564
Securities Gains / (Losses)	24	516	67
Avg Treasury Investment Portfolio ($bn)[2]	$68.6	$63.7	$39.4

Private Equity ($ in millions)

	3Q06	$ O/(U) 2Q06	$ O/(U) 3Q05
Net Income	$95	($198)	($46)
Private Equity Gains	226	(323)	(87)
EOP Private Equity Porfolio ($bn)[2]	$5.6	$5.6	$5.9
Private Equity as % of Tangible Capital[2,3]	8.0%	8.3%	9.5%

Other Corporate ($ in millions)

	3Q06	$ O/(U) 2Q06	$ O/(U) 3Q05
Net Income	($169)	($236)	$151
Adjustments (after-tax):			
Less: Material Litigation Insurance Recoveries	11	(150)	11
Less: Gain on Sale of Shares in MasterCard IPO	0	(64)	0
Other Corp. ex. Adjustments	($180)	($22)	$140

[1] Discontinued operations relate to the sale of select corporate trust businesses, with net income of $65mm in 3Q06, $56mm in 2Q06 and $58mm in 3Q05
[2] Actual numbers for all periods, not over/under
[3] Tangible capital represents shareholders equity less goodwill

Capital Strength

	3Q06	2Q06	3Q05
Capital/Balance Sheet ($bn)			
Tier 1 Capital[1]	$79.8	$75.0	$70.7
Risk Weighted Assets[1]	$925.7	$884.2	$866.3
Tier 1 Capital Ratio[1]	8.6%	8.5%	8.2%
Total Capital Ratio[1]	12.1%	12.0%	11.3%
Leverage Ratio[1]	6.3%	5.8%	6.2%
Common Shareholders' Equity less Goodwill	$70.2	$67.2	$62.4
Tangible Common Equity	$63.5	$58.5	$53.6
TCE/Managed RWA[1]	6.4%	6.2%	5.9%
Share Repurchase			
Shares Repurchased (MM)	20.0 [2]	17.7	14.4
Purchase Cost ($MM)	$900 [2]	$746	$500

[1] Estimated for 3Q06
[2] There is $6.2bn remaining capacity from the $8bn authorized by the Board in March 2006

JPMorganChase

3Q06 Summary Assessment

- Continued benefit from favorable credit environment
- Record IB fees and strong markets results
- Card Services - ongoing pressure on balances and revenue
- Retail Financial Services
  - Growth in checking accounts and loans; continued competitive and rate pressures
  - Weak results in Mortgage Banking
- Asset and Wealth Management - solid earnings growth on higher assets under management
- Treasury & Securities Services and Commercial Bank - good growth in business drivers YoY
- Corporate
  - Treasury results ahead of initial projections
  - Other Corporate results on track

Comments on Outlook

- Investment Bank
  - IB fee pipeline strong
  - Trading - continue to build out capabilities but results are market-dependent
  - Credit Costs - will increase over time
- Retail Financial Services - continued modest margin pressure
- Card Services
  - Continuation of trends will keep pressure on margin (%)
  - Credit losses up slightly from 3Q
- Treasury & Securities Services - 3Q a good baseline
- Corporate
  - Treasury goals accomplished; Treasury NII of $0 +/-
  - Other Corporate and Private Equity tracking to full year objectives
- Other
  - Sale of Corporate Trust - 4Q event
  - RFS and CB - 4Q results will include Bank of New York

Disclaimer

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are based upon the current beliefs and expectations of JPMorgan Chase's management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements. Factors that could cause JPMorgan Chase's results to differ materially from those described in the forward-looking statements can be found in the firm's Quarterly Reports on Form 10-Q for the quarters ended June 30, 2006 and March 31, 2006 (as amended), and in the Annual Report on Form 10-K for the year ended December 31, 2005 (as amended), filed with the Securities and Exchange Commission and available at the Securities and Exchange Commission's Internet site (http://www.sec.gov).

This presentation includes non-GAAP financial measures, including, for example, financial results that are presented on a managed basis. Reconciliations of these non-GAAP financial measures, as well as explanations of the rationale for using these non-GAAP measures, are provided in JPMorgan Chase's Third Quarter 2006 Earnings Press Release and Earnings Release Financial Supplement.