

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>DIMON JAMES</u> (Last) (First) (Middle) <u>383 MADISON AVENUE</u> (Street) <u>NEW YORK NY 10179-0001</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>JPMORGAN CHASE & CO [JPM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/25/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/25/2020		M		412,233.6638 ⁽¹⁾	A	\$0 ⁽²⁾	851,389.6638	D	
Common Stock	03/25/2020		F		219,391.6638	D	\$89.845	631,998 ⁽³⁾	D	
Common Stock	01/15/2020		G	V	169,101	A ⁽⁴⁾	\$0.0000	1,903,146	I	By Family Trusts
Common Stock	01/15/2020		G	V	169,101	D ⁽⁴⁾	\$0.0000	4,166,636 ⁽³⁾	I	By GRATs
Common Stock								7,784.4293	I	By 401(k)
Common Stock								115,800	I	By LLC ⁽⁵⁾
Common Stock								441,730 ⁽⁶⁾	I	By Spouse
Common Stock								793,270 ⁽⁶⁾	I	By Spouse's GRATs

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Share Units	(2)	03/25/2020		M		412,233.6638 ⁽⁷⁾	(7)	(7)	Common Stock	412,233.6638	\$0.0000	0.0000	D	

Explanation of Responses:

1. These shares represent JPMC common stock acquired on March 25, 2020 upon settlement of a Performance Share Unit (PSU) award granted on January 17, 2017 for the three-year performance period ended December 31, 2019 (as previously disclosed on a Form 4 filed on March 19, 2020), and must be held for an additional two-year period, for a total combined vesting and holding period of five years from the date of grant.

2. Each PSU represents a contingent right to receive one share of JPMC common stock upon vesting based on the attainment of performance goals.

3. Balances reflect a) 150,000 shares transferred to the Reporting Person from his spouse's Grantor Retained Annuity Trust (GRAT) on November 1, 2019, pursuant to an agreement entered into on August 15, 2019, under the terms of the GRAT; b) 515,927 shares transferred from a GRAT to the Grantor on November 20, 2019; and c) 665,927 shares transferred from the Grantor for funding of a GRAT on November 21, 2019. These transfers are exempt from Section 16 pursuant to Rule 16a-13.

4. Upon termination of a GRAT, 169,101 shares were transferred to Family Trusts as beneficiaries on January 15, 2020.

5. Reporting person disclaims beneficial ownership of such shares except to the extent of any pecuniary interest.

6. Balances reflect a) 150,000 shares transferred to the Reporting Person from a GRAT on November 1, 2019, pursuant to an agreement entered into on August 15, 2019, under the terms of the GRAT and b) 441,730 shares transferred from a GRAT to the Grantor on November 13, 2019. These transfers are exempt from Section 16 pursuant to Rule 16a-13.

7. Represents PSUs earned (including reinvested dividend equivalents) based on the Firm's attainment of pre-established performance goals for the three-year performance period ended December 31, 2019, as provided under the terms of a PSU award granted on January 17, 2017, and as previously reported on a Form 4 filed on March 19, 2020. The PSUs settled in shares of common stock on March 25, 2020. Shares delivered, after applicable tax withholding, must be held for an additional two-year period, for a total combined vesting and holding period of five years from the date of grant.

/s/ David K.F. Gillis under POA 03/27/2020
** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.