

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person* | 2. Issuer Name and Ticker or Trading Symbol              | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
| <u>CROWN JAMES S</u>                     | <u>J P MORGAN CHASE &amp; CO [ JPM ]</u>                 | <input checked="" type="checkbox"/> Director 10% Owner                  |
| (Last) (First) (Middle)                  | 3. Date of Earliest Transaction (Month/Day/Year)         | Officer (give title below) Other (specify below)                        |
| <u>JPMORGAN CHASE &amp; CO.</u>          | <u>12/31/2010</u>  |   |
| <u>270 PARK AVENUE</u>                   | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line)             |
| (Street)                                 |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person  |
| <u>NEW YORK NY 10017-2070</u>            |  | Form filed by More than One Reporting Person                            |
| (City) (State) (Zip)                     |  |   |

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                    | 12/31/2010                           |  | A <sup>(1)</sup>               |   | 530.4102  | A          | \$42.42 | 221,945.3254  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |         | 8,872   | I  | By IRA  |
| Common Stock                    |                                      |  |                                |   |   |            |         | 1,547,123   | I  | By Partnership (Areljay)                              |
| Common Stock                    |                                      |  |                                |   |   |            |         | 383,096   | I  | By Partnership (Crown Fund II)                        |
| Common Stock                    |                                      |  |                                |   |   |            |         | 2,884,154   | I  | By Partnership (Henry Crown & Co)                     |
| Common Stock                    |                                      |  |                                |   |   |            |         | 6,019,813   | I  | By Partnership (The Crown Fund)                       |
| Common Stock                    |                                      |  |                                |   |   |            |         | 7,303   | I  | By Spouse   |
| Common Stock                    |                                      |  |                                |   |   |            |         | 1,570   | I  | By Spouse's IRA                                       |
| Common Stock                    |                                      |  |                                |   |   |            |         | 168,305   | I  | By Trust (Crown)                                      |

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 | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |
|  |  |                                      |  |                                |   |  |     |  |                 | Amount or Number of Shares  |  |  |   |  |

Explanation of Responses:

1. Deferral of quarterly retainer, payable in common stock following termination of service as director.

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.**