

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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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): June 23, 2006

**JPMORGAN CHASE & CO.**

(Exact Name of Registrant  
as Specified in Charter)

**DELAWARE**

(State or Other Jurisdiction of Incorporation)

**001-05805**

(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**

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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))
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## Item 9.01. Financial Statements and Exhibits

### (d) Exhibits

The following Exhibits are incorporated by reference into the Registration Statement on Form S-3ASR (333-130051) of JPMorgan Chase & Co. (the “Registrant”) as exhibits thereto and are filed as part of this Current Report.

- 8.1 Tax Opinion of Davis Polk & Wardwell relating to Semi Annual Review Notes Linked to the S&P 500<sup>®</sup> Index due July 8, 2009
  - 8.2 Tax Opinion of Davis Polk & Wardwell relating to Annual Review Notes Linked to the Nikkei 225 Index due July 8, 2009
  - 8.3 Tax Opinion of Davis Polk & Wardwell relating to Return Enhanced Notes Linked to the S&P 500<sup>®</sup> Index due July 12, 2007
  - 8.4 Tax Opinion of Davis Polk & Wardwell relating to 10% Reverse Exchangeable Notes due June 28, 2007 Linked to the Common Stock of Caterpillar Inc.
  - 8.5 Tax Opinion of Davis Polk & Wardwell relating to 22% Reverse Exchangeable Notes due June 28, 2007 Linked to the Common Stock of Rambus, Inc.
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**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/ James C.P. Berry

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Name: James C.P. Berry  
Title: Assistant Corporate  
Secretary

Dated: June 27, 2006

## EXHIBIT INDEX

| Exhibit Number | Description  |
|----------------|--|
| 8.1            | Tax Opinion of Davis Polk & Wardwell relating to Semi Annual Review Notes Linked to the S&P 500 <sup>®</sup> Index due July 8, 2009              |
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| 8.5            | Tax Opinion of Davis Polk & Wardwell relating to 22% Reverse Exchangeable Notes due June 28, 2007 Linked to the Common Stock of Rambus, Inc.     |

DAVIS POLK & WARDWELL  
450 LEXINGTON AVENUE  
NEW YORK, NEW YORK 10017

June 27, 2006

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

Ladies and Gentlemen:

We have acted as special tax counsel to JPMorgan Chase & Co., a corporation incorporated under the laws of Delaware (the "Company"), in connection with the preparation and filing of a pricing supplement dated June 23, 2006 relating to Semi Annual Review Notes Linked to the S&P 500<sup>®</sup> Index due July 8, 2009 (the "Pricing Supplement") to product supplement no. 20-I dated March 21, 2006 relating to Review Notes Linked to the S&P 500<sup>®</sup> Index (the "Product Supplement") to a prospectus supplement dated December 1, 2005 (the "Prospectus Supplement") for the Company's Global Medium-Term Notes, Series E, Global Warrants, Series E and Global Units, Series E, relating to a prospectus dated December 1, 2005 (the "Prospectus") contained in the Company's Registration Statement on Form S-3ASR (Registration Statement No. 333-130051) (the "Registration Statement"). This opinion is being furnished in accordance with the requirements of Section 601(b)(8) of Regulation S-K of the Securities Act of 1933, as amended (the "Act").

In our opinion, the discussions under the heading "United States Federal Taxation" in the Prospectus Supplement, under the heading "Certain U.S. Federal Income Tax Consequences" in the Product Supplement and under the heading "Selected Purchase Considerations – Capital Gains Tax Treatment" in the Pricing Supplement, subject to the conditions and limitations described therein, set forth the material U.S. federal income tax considerations applicable generally to holders of the securities offered pursuant to the Pricing Supplement as a result of the ownership and disposition of such securities.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to us under the heading "United States Federal Taxation" in the Prospectus Supplement, under the heading "Certain U.S. Federal Income Tax Consequences" in the Product Supplement and under the heading "Selected Purchase Considerations – Capital Gains Tax Treatment" in the Pricing Supplement. By such consent we do not concede that we are an "expert" for the purposes of the Act.

Very truly yours,

/s/ Davis Polk & Wardwell

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We have acted as special tax counsel to JPMorgan Chase & Co., a corporation incorporated under the laws of Delaware (the "Company"), in connection with the preparation and filing of a pricing supplement dated June 23, 2006 relating to Annual Review Notes Linked to the Nikkei 225 Index due July 8, 2009 (the "Pricing Supplement") to product supplement no. 21-I dated March 21, 2006 relating to Review Notes Linked to the Nikkei 225 Index (the "Product Supplement") to a prospectus supplement dated December 1, 2005 (the "Prospectus Supplement") for the Company's Global Medium-Term Notes, Series E, Global Warrants, Series E and Global Units, Series E, relating to a prospectus dated December 1, 2005 (the "Prospectus") contained in the Company's Registration Statement on Form S-3ASR (Registration Statement No. 333-130051) (the "Registration Statement"). This opinion is being furnished in accordance with the requirements of Section 601(b)(8) of Regulation S-K of the Securities Act of 1933, as amended (the "Act").

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We have acted as special tax counsel to JPMorgan Chase & Co., a corporation incorporated under the laws of Delaware (the "Company"), in connection with the preparation and filing of a pricing supplement dated June 23, 2006 relating to Return Enhanced Notes Linked to the S&P 500<sup>®</sup> Index due July 12, 2007 (the "Pricing Supplement") to product supplement no. 18-I dated March 16, 2006 relating to Return Enhanced Notes Linked to the S&P 500<sup>®</sup> Index (the "Product Supplement") to a prospectus supplement dated December 1, 2005 (the "Prospectus Supplement") for the Company's Global Medium-Term Notes, Series E, Global Warrants, Series E and Global Units, Series E, relating to a prospectus dated December 1, 2005 (the "Prospectus") contained in the Company's Registration Statement on Form S-3ASR (Registration Statement No. 333-130051) (the "Registration Statement"). This opinion is being furnished in accordance with the requirements of Section 601(b)(8) of Regulation S-K of the Securities Act of 1933, as amended (the "Act").

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Ladies and Gentlemen:

We have acted as special tax counsel to JPMorgan Chase & Co., a corporation incorporated under the laws of Delaware (the "Company"), in connection with the preparation and filing of a pricing supplement dated June 23, 2006 relating to 10% Reverse Exchangeable Notes due June 28, 2007 Linked to the Common Stock of Caterpillar Inc. (the "Pricing Supplement") to product supplement no. 34-II dated June 27, 2006 relating to Reverse Exchangeable Notes Linked to the Common Stock of a Reference Stock Issuer (the "Product Supplement") to a prospectus supplement dated December 1, 2005 (the "Prospectus Supplement") for the Company's Global Medium-Term Notes, Series E, Global Warrants, Series E and Global Units, Series E, relating to a prospectus dated December 1, 2005 (the "Prospectus") contained in the Company's Registration Statement on Form S-3ASR (Registration Statement No. 333-130051) (the "Registration Statement"). This opinion is being furnished in accordance with the requirements of Section 601(b)(8) of Regulation S-K of the Securities Act of 1933, as amended (the "Act").

In our opinion, the discussions under the heading "United States Federal Taxation" in the Prospectus Supplement, under the heading "Certain U.S. Federal Income Tax Consequences" in the Product Supplement and under the heading "Selected Purchase Considerations – Taxed as a Unit Comprising a Put Option and a Deposit" in the Pricing Supplement, subject to the conditions and limitations described therein, set forth the material U.S. federal income tax considerations applicable generally to holders of the securities offered pursuant to the Pricing Supplement as a result of the ownership and disposition of such securities.

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