

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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): **December 19, 2005**

**JPMORGAN CHASE & CO.**

(Exact name of registrant as specified in its charter)

<b><u>Delaware</u></b>	<b><u>1-5805</u></b>	<b><u>13-2624428</u></b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

<b>270 Park Avenue, New York, NY</b>	<b>10017</b>
(Address of Principal Executive Office)	(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))

**Item 1.01 Entry into a Material Definitive Agreement**

In connection with the resignation of David A. Coulter on September 30, 2005, JPMorgan Chase & Co. agreed, subject to covenants regarding non-solicitation, non-hire, non-disparagement and non-disclosure of confidential and proprietary information, that Mr. Coulter's then currently exercisable stock options will remain exercisable until 12/30/2005.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

JPMORGAN CHASE & CO.

By: /s/ Anthony J. Horan

Name: Anthony J. Horan  
Title: Corporate Secretary

Date: December 23, 2005