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): March 30, 2009

JPMORGAN CHASE & CO.

(Exact name of registrant as specified in its charter)

Delaware	**1-5805**	**13-2624428**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

270 Park Avenue, New York, NY	**10017**
(Address of Principal Executive Offices)	(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):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 — Other Events

On May 30, 2008, BSC Merger Corporation, a wholly-owned subsidiary of JPMorgan Chase & Co. (“JPMorgan Chase” or the “Firm”) merged with The Bear Stearns Companies Inc. (“Bear Stearns”) pursuant to the Agreement and Plan of Merger, dated as of March 16, 2008, as amended March 24, 2008, and Bear Stearns became a wholly-owned subsidiary of JPMorgan Chase (the “merger”). As a result of the merger, each outstanding share of Bear Stearns common stock was converted into the right to receive 0.21753 shares of JPMorgan Chase common stock. The merger was accounted for using the purchase method of accounting under U.S. generally accepted accounting principles.

Unaudited pro forma combined financial information for the years ended December 31, 2008, and 2007 presenting the results of operations of the Firm as they may have appeared if the merger had been completed on January 1, 2007, is set forth in this Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description of Exhibit
99.1	Unaudited pro forma combined financial information for the years ended December 31, 2008 and 2007

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/ Louis Rauchenberger
Louis Rauchenberger

Managing Director and Controller
[Principal Accounting Officer]

Dated: March 30, 2009

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
99.1	Unaudited pro forma combined financial information for the years ended December 31, 2008 and 2007

JPMORGAN CHASE & CO./THE BEAR STEARNS COMPANIES INC.
Unaudited Pro Forma Combined Financial Information
for the years ended December 31, 2008 and 2007

The following unaudited pro forma combined statements of income and explanatory notes present how the combined results of operations of JPMorgan Chase & Co. ("JPMorgan Chase") and The Bear Stearns Companies Inc. ("Bear Stearns") may have appeared if the merger of BSC Merger Corporation, a wholly owned subsidiary of JPMorgan Chase into Bear Stearns pursuant to the Agreement and Plan of Merger, dated as of March 16, 2008, as amended March 24, 2008, had been completed on January 1, 2007. The results of operations presented for JPMorgan Chase are for the year ended December 31, 2008 (which includes seven months of the combined Firm's results and five months of heritage JPMorgan Chase results), and for the year ended December 31, 2007. The Bear Stearns results of operations for the five months ended May 30, 2008, and for the year ended December 31, 2007, are presented on an adjusted basis, which include pro forma adjustments, reflecting valuation and accounting conformity adjustments (as described in Note 2 of this Form 8-K). The unaudited pro forma combined statements of income show the impact of the merger on JPMorgan Chase's and Bear Stearns' combined results of operations under the purchase method of accounting with JPMorgan Chase treated as the acquirer. Under this method of accounting, JPMorgan Chase recorded the assets and liabilities of Bear Stearns at their estimated fair values.

The merger was accomplished through a series of transactions that were reflected as step acquisitions in accordance with SFAS 141. On April 8, 2008, pursuant to the share exchange agreement, JPMorgan Chase acquired 95 million newly issued shares of Bear Stearns common stock (or 39.5% of Bear Stearns common stock after giving effect to the issuance) for 21 million shares of JPMorgan Chase common stock. Further, between March 24, 2008, and May 12, 2008, JPMorgan Chase acquired approximately 24 million shares of Bear Stearns common stock in the open market at an average purchase price of $12.37 per share. The share exchange and cash purchase transactions resulted in JPMorgan Chase owning approximately 49.4% of Bear Stearns common stock immediately prior to consummation of the merger. Finally, on May 30, 2008, JPMorgan Chase completed the merger, and as a result of the merger, each outstanding share of Bear Stearns common stock (other than shares then held by JPMorgan Chase) was converted into the right to receive 0.21753 shares of common stock of JPMorgan Chase. Also, on May 30, 2008, the shares of common stock that JPMorgan Chase and Bear Stearns acquired from each other in the share exchange transaction were cancelled. From April 8, 2008, through May 30, 2008, JPMorgan Chase accounted for the investment in Bear Stearns under the equity method of accounting in accordance with APB 18. During this period, JPMorgan Chase recorded reductions to its investment in Bear Stearns representing its share of Bear Stearns' net losses, which was recorded in other income. Commencing May 31, 2008, Bear Stearns was reflected in JPMorgan Chase's consolidated results of operations. As a result of step acquisition accounting, the purchase price was allocated to the Bear Stearns assets acquired and liabilities assumed using their fair values as of April 8, 2008, and May 30, 2008, respectively.

The unaudited pro forma combined statements of income were derived from and should be read in conjunction with the historical consolidated financial statements and the related notes of both JPMorgan Chase and Bear Stearns that are included in JPMorgan Chase's Annual Report on Form 10-K for the year ended December 31, 2008, and JPMorgan Chase's Current Report on Form 8-K dated April 16, 2008.

On September 25, 2008, JPMorgan Chase acquired the banking operations of Washington Mutual Bank ("Washington Mutual"), from the Federal Deposit Insurance Corporation. For purposes of these unaudited pro forma combined statements of income, the results of operations of Washington Mutual are included in the amounts reported for the year ended December 31, 2008, from the date of that transaction. For additional information on the Washington Mutual transaction, see JPMorgan Chase's Annual Report on Form 10-K for the year ended December 31, 2008.

The unaudited pro forma combined statements of income are presented for illustrative purposes only and do not indicate the financial results of the combined company had the companies actually been combined at the beginning of the periods presented, nor are they indicative of the results of operations in future periods. Bear Stearns was a broker-dealer, and many of the assets and liabilities on its consolidated balance sheet were financial assets carried at fair value, or were short-term in nature. For those assets and liabilities that are short-term in nature, their carrying value approximates fair value. For purposes of these unaudited pro forma combined statements of income, no valuation adjustments were applied to Bear Stearns' assets and liabilities that were carried at fair value or that were short-term in nature for Bear Stearns' year ended December 31, 2007, except for adjustments to reflect JPMorgan Chase's credit spreads on trading liabilities and long-term debt. The adjustments included in these unaudited pro forma combined statements of income may be revised in the future. Under accounting principles generally accepted in the United States of America ("U.S. GAAP"), the allocation of the purchase price may be modified up to one year after the closing date, as more information is obtained about the fair value of assets acquired and liabilities assumed. These unaudited pro forma combined statements of income represent management's current estimate of the combined results of operations based on available financial information of JPMorgan Chase and Bear Stearns as of December 31, 2008. The final purchase accounting adjustments may be materially different from the unaudited pro forma adjustments presented in this document.

JPMORGAN CHASE & CO./THE BEAR STEARNS COMPANIES INC.
UNAUDITED PRO FORMA COMBINED STATEMENT OF INCOME

For the Year Ended December 31, 2008
In millions (except per share data)

	JPMorgan Chase Year ended December 31, 2008	Bear Stearns as adjusted Five months ended May 30, 2008	Pro forma combined
Revenue			
Investment banking fees	$ 5,526	$ 49	$ 5,575
Principal transactions	(10,699)	(9,330)(A)(B)	(20,029)
Lending & deposit-related fees	5,088	—	5,088
Asset management, administration and commissions	13,943	569	14,512
Securities gains (losses)	1,560	—	1,560
Mortgage fees and related income	3,467	(283)(C)	3,184
Credit card income	7,419	—	7,419
Other income	2,169	462(D)	2,631
Noninterest revenue	28,473	(8,533)	19,940
Interest income	73,018	2,905	75,923
Interest expense	34,239	2,640(E)	36,879
Net interest income	38,779	265	39,044
Total net revenue	67,252	(8,268)	58,984
Provision for credit losses	20,979	—	20,979
Noninterest expense			
Compensation expense	22,746	1,290	24,036
Occupancy expense	3,038	117(F)	3,155
Technology, communications and equipment expense	4,315	196(F)	4,511
Professional & outside services	6,053	350	6,403
Marketing	1,913	7	1,920
Other expense	3,740	1,397	5,137
Amortization of intangibles	1,263	2	1,265
Merger costs	432	—	432
Total noninterest expense	43,500	3,359	46,859
Income (loss) from continuing operations before income tax expense	2,773	(11,627)	(8,854)
Income tax expense (benefit)	(926)	(2,012)(G)	(2,938)
Income (loss) from continuing operations	$ 3,699	$ (9,615)	$ (5,916)
Income (loss) from continuing operations applicable to common stock	$ 3,025	$ (9,625)	$ (6,600)
Per common share information			
Income (loss) from continuing operations:			
Basic earnings per share	$ 0.86		$ (1.88)
Diluted earnings per share	0.84		(1.88)
Average basic shares outstanding	3,501	10(H)	3,511
Average diluted shares outstanding	3,605		3,511(I)

JPMORGAN CHASE & CO./THE BEAR STEARNS COMPANIES INC.
UNAUDITED PRO FORMA COMBINED STATEMENT OF INCOME

For the Year Ended December 31, 2007
In millions (except per share data)

	JPMorgan Chase	Bear Stearns as adjusted	Pro forma combined
Revenue			
Investment banking fees	$ 6,635	$ 959	$ 7,594
Principal transactions	9,015	1,290	10,305
Lending & deposit-related fees	3,938	—	3,938
Asset management, administration and commissions	14,356	1,863	16,219
Securities gains (losses)	164	—	164
Mortgage fees and related income	2,118	—	2,118
Credit card income	6,911	—	6,911
Other income	1,829	20	1,849
Noninterest revenue	44,966	4,132	49,098
Interest income	71,387	12,557	83,944
Interest expense	44,981	11,141(E)	56,122
Net interest income	26,406	1,416	27,822
Total net revenue	71,372	5,548	76,920
Provision for credit losses	6,864	—	6,864
Noninterest expense			
Compensation expense	22,689	3,256	25,945
Occupancy expense	2,608	282(F)	2,890
Technology, communications and equipment expense	3,779	440(F)	4,219
Professional & outside services	5,140	746	5,886
Marketing	2,070	20	2,090
Other expense	3,814	812	4,626
Amortization of intangibles	1,394	6	1,400
Merger costs	209	—	209
Total noninterest expense	41,703	5,562	47,265
Income from continuing operations before income tax expense	22,805	(14)	22,791
Income tax expense (benefit)	7,440	(132)	7,308
Income from continuing operations	$ 15,365	$ 118	$ 15,483
Income from continuing operations applicable to common stock	$ 15,365	$ 97	$ 15,462
Income from continuing operations:			
Basic earnings per share	$ 4.51		$ 4.51
Diluted earnings per share	4.38		4.38
Average basic shares outstanding	3,404	26(H)	3,430
Average diluted shares outstanding	3,508	26(H)	3,534

NOTES TO UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION

Note 1 — Basis of Pro Forma Presentation

The unaudited pro forma combined statements of income relating to the merger of JPMorgan Chase and Bear Stearns is presented for JPMorgan Chase for the year ended December 31, 2008 (which includes seven months of the combined Firm's results and five months of heritage JPMorgan Chase results), and for the year ended December 31, 2007, and for Bear Stearns for the five months ended May 30, 2008, and for the year ended December 31, 2007.

Included in the unaudited pro forma combined statements of income for the years ended December 31, 2008 and 2007, were pro forma adjustments to reflect the results of operations of Bear Stearns and valuation and accounting conformity adjustments.

There were no material intercompany transactions, between JPMorgan Chase and Bear Stearns, that affected the unaudited pro forma combined statements of income. The pro forma financial information does not reflect the elimination of hedge accounting results related to transactions between JPMorgan Chase and Bear Stearns. Management believes this presentation is more reflective of the pro forma results of the combined entity, as derivatives that qualified for hedge accounting in the periods presented continued to qualify as hedges through the date the merger was completed, and management subsequently replaced derivatives that were used for hedging purposes that became intercompany with new third-party derivative contracts.

The merger was accounted for using the purchase method of accounting. As a result of step acquisition accounting, the purchase price was allocated to the Bear Stearns assets acquired and liabilities assumed using their fair values as of April 8, 2008, and May 30, 2008, respectively.

On September 25, 2008, JPMorgan Chase acquired the banking operations of Washington Mutual Bank ("Washington Mutual"), from the Federal Deposit Insurance Corporation. For purposes of these unaudited pro forma combined statements of income, the results of operations of Washington Mutual are included in the amounts reported for the year ended December 31, 2008, from the date of that transaction. For additional information on the Washington Mutual transaction, see JPMorgan Chase's Annual Report on Form 10-K for the year ended December 31, 2008.

The unaudited pro forma combined statements of income are presented for illustrative purposes only and do not indicate the financial results of the combined company had the companies actually been combined at the beginning of the periods presented, nor are they indicative of the results of operations in future periods. Bear Stearns was a broker-dealer, and many of the assets and liabilities on its consolidated balance sheet were financial assets carried at fair value, or were short-term in nature. For those assets and liabilities that are short-term in nature, their carrying value approximates fair value. For purposes of these unaudited pro forma combined statements of income, no valuation adjustments were applied to Bear Stearns' assets and liabilities that were carried at fair value or that were short-term in nature for Bear Stearns' year ended December 31, 2007, except for adjustments to reflect JPMorgan Chase's credit spreads on trading liabilities and long-term debt. The adjustments included in these unaudited pro forma combined statements of income may be revised in the future. Under U.S. GAAP, the allocation of the purchase price may be modified up to one year after the closing date, as more information is obtained about the fair value of assets acquired and liabilities assumed. These unaudited pro forma combined statements of income represent management's current estimate of the combined results of operations based on available financial information of JPMorgan Chase and Bear Stearns as of December 31, 2008. The final purchase accounting adjustments may be materially different from the unaudited pro forma adjustments presented in this document.

Note 2 — Unaudited Pro Forma Adjustments

The pro forma adjustments included in the unaudited pro forma combined statements of income for JPMorgan Chase and Bear Stearns for the years ended December 31, 2008, and 2007 are as follows:

(A) Includes an adjustment of $3.9 billion to decrease the fair value of certain Bear Stearns trading assets and trading liabilities to conform with JPMorgan Chase's methodologies.

(B) Includes an adjustment of $334 million to increase the fair value of certain Bear Stearns nonderivative energy contracts. The increase in fair value largely relates to tolling agreements with agreed upon sales prices at the acquisition date and which have subsequently been sold.

(C) Adjustment of $283 million to decrease the fair value of Bear Stearns mortgage servicing rights to conform with JPMorgan Chase's methodologies.

(D) Includes an adjustment of $450 million to eliminate JPMorgan Chase's 49.4% ownership in Bear Stearns' losses from April 8 to May 30, 2008.

(E) Includes adjustments to increase pretax interest expense $20 million and $40 million for the years ended December 31, 2008, and 2007, respectively, to reflect the effect of adjusting Bear Stearns' long-term debt to fair value.

(F) Includes adjustments to increase pretax occupancy expense $6 million and $12 million for the years ended December 31, 2008, and 2007, respectively, and to decrease pretax technology, communications and equipment expense $30 million and $60 million for the years ended December 31, 2008, and 2007, respectively, to reflect the effect of the fair value of Bear Stearns' real estate and premises and equipment.

(G) Includes an adjustment of $1.1 billion to record the tax effect of the pro forma combined adjustments using a U.S. federal tax rate of 35%.

(H) Average shares were calculated using the historical weighted average shares outstanding of JPMorgan Chase and Bear Stearns for the year ended December 31, 2008, the five months ended May 30, 2008, and the year ended December 31, 2007, respectively, adjusted using the exchange ratio. Earnings per share data has been computed based on the combined historical income of JPMorgan Chase and Bear Stearns including the impact of the pro forma adjustments.

(I) Common equivalent shares have been excluded from the pro forma computation of diluted loss per share, as the effect would be antidilutive.