

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 31, 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 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 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(b) As previously announced on October 19, 2005, William B. Harrison, Jr. retired as Chief Executive Officer of Registrant, effective December 31, 2005. Mr. Harrison will continue as Chairman of the Board.

(c) As previously announced on October 19, 2005, James Dimon has succeeded Mr. Harrison as Chief Executive Officer, effective December 31, 2005. Mr. Dimon also retains the position of President. Mr. Dimon, 49, has been President and Chief Operating Officer of Registrant since July 2004. From March 2000 to July 2004, prior to its merger with Registrant, he had been Chairman and Chief Executive Officer of Bank One Corporation.

**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: January 3, 2006