

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): **June 2, 2004**

J.P. MORGAN 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 Number)

270 Park Avenue, New York, NY	10017
(Address of Principal Executive Office)	(Zip Code)

Registrant's telephone number, including area code: **(212) 270-6000**

Item 5. Other Events

On June 2, 2004, J.P. Morgan Chase & Co. announced that Donald H. Layton, Vice Chairman, will retire upon completion of the firm's merger with Bank One. Attached as an exhibit is a copy of the press release with respect to the foregoing.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits

The following is furnished as an exhibit to this report:

99.1 Press release dated June 2, 2004.

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.

J.P. MORGAN CHASE & CO.

Date: June 8, 2004

By: /s/ Anthony J. Horan

Name: Anthony J. Horan

Title: Corporate Secretary

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press release dated June 2, 2004

News release: IMMEDIATE RELEASE

EXHIBIT 99.1

JPMORGAN CHASE ANNOUNCES DON LAYTON'S RETIREMENT

New York, June 2, 2004 - J.P. Morgan Chase & Co. (NYSE: JPM) today announced the retirement of Donald H. Layton, Vice Chairman and member of the Office of the Chairman, upon completion of the firm's merger with Bank One, which is expected to occur this summer. Mr. Layton is responsible for the firm's retail businesses, including middle market; the transaction, processing and information services businesses; and technology.

As previously announced, Mr. Layton was to become responsible for Finance, Risk Management and Technology upon consummation of the merger with Bank One, reporting to Jamie Dimon, who will be President and Chief Operating Officer of the combined firm. As a result of Mr. Layton's retirement, when the merger is completed, those functions will report directly to Mr. Dimon.

Commenting on Mr. Layton's contributions to the firm, William B. Harrison, Jr., Chairman and CEO said, "Don has been a great leader of this firm, who will be sorely missed. He has made many valuable contributions, starting with Manufacturers Hanover and culminating in his leadership of our retail businesses and his work on the merger integration with Bank One. We wish him the very best."

Regarding his decision to retire, Mr. Layton said, "After nearly thirty years here and experience running most of the major businesses of JPMorgan Chase, I have decided that directly managing businesses is what I love to do. When the merger was announced, I nevertheless committed to staying and directing the planning of the merger integration. With that task substantially completed, I want to look for other opportunities. I wish Bill, Jamie and all of my colleagues the very best,"

J.P. Morgan Chase & Co. is a leading global financial services firm with assets of \$801 billion and operations in more than 50 countries. The firm is a leader in investment banking, asset management, private banking, private equity, custody and transaction services and retail and middle market financial services. A component of the Dow Jones Industrial Average, JPMorgan Chase is headquartered in New York and serves more than 30 million consumer customers and the world's most prominent corporate, institutional and government clients. Information about JPMorgan Chase is available on the Internet at www.jpmorganchase.com.

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