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): **October 19, 2005**

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):

[ ] 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 7.01 Regulation FD Disclosure

On October 19, 2005, JPMorgan Chase & Co. ("JPMorgan Chase" or the "Firm") held an investor presentation to review third quarter 2005 earnings.

Exhibit 99.1 is a copy of slides furnished at, and posted on the Firm's website in connection with, the presentation. The slides are being furnished pursuant to Item 7.01 and the information contained therein shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities under that Section. Furthermore, the information in Exhibit 99.1 shall not be deemed to be incorporated by reference into the filings of the Firm under the Securities Act of 1933.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

Exhibit Number	Description of Exhibit
99.1	JPMorgan Chase & Co. Analyst Presentation Slides — Third Quarter 2005 Financial Results

The presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are based upon the current beliefs and expectations of JPMorgan Chase's management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements. Factors that could cause JPMorgan Chase's results to differ materially from those described in the forward-looking statements can be found in the Quarterly Report on Form 10-Q for the quarters ended June 30, 2005 and March 31, 2005, and in the 2004 Annual Report on Form 10-K for the year ended December 31, 2004, of JPMorgan Chase filed with the Securities and Exchange Commission and available at the Securities and Exchange Commission's Internet site (http://www.sec.gov).

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/ Joseph L. Sclafani
Joseph L. Sclafani

Executive Vice President and Controller
[Principal Accounting Officer]

Dated: October 19, 2005

EXHIBIT INDEX

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Exhibit 99.1

OCTOBER 19, 2005

FINANCIAL RESULTS

Third Quarter 2005

JPMorganChase

Third Quarter 2005 Earnings

- Operating earnings per share of $0.75
- Special provision of $400mm taken for credit losses related to Hurricane Katrina
- Credit Card and Texas systems conversions successfully completed
- $1.1bn of Investment Bank earnings on record revenues
- Strong Card Services earnings growth on balance and volume increases
- Commercial Banking, Treasury & Securities Services and Asset & Wealth Management show good momentum
- RFS impacted by weaker MSR risk management results and absence of sold portfolios
- Merger savings on track to achieve $2.2bn run rate by 4Q05 ($500mm cumulative in 3Q05)
- Capital strength with Tier 1 estimate of 8.2%
  - Repurchased $500mm during the quarter

3Q05 Earnings Comparison

($ in millions, except per share)	3Q05	2Q05	3Q04
Reported Net Income	$2,527	$994	$1,418
Non-Operating Charges (after-tax)	137	1,334	741
Operating Earnings	$2,664	$2,328	$2,159
Reported EPS	$0.71	$0.28	$0.39
Operating EPS	$0.75	$0.66	$0.60

Non-Operating Charges (After-Tax)

	3Q05	2Q05	3Q04
Merger Costs	$137	$173	$462
Litigation Charge	0	1,161	0
Card Decertification	0	0	447
Conforming Allowance	0	0	(241)
Other	0	0	73
Total	$137	$1,334	$741

3Q05 Operating Performance Comparison

($ in millions)	3Q05	$ O/ (U) 2Q05	$ O/ (U) 3Q04	% O/ (U) 2Q05	% O/ (U) 3Q04
Revenue (FTE)[1]	$15,554	$1,654	$1,975	12%	15%
Credit Costs[1]	2,112	595	348	39%	20%
Expenses	9,243	495	618	6%	7%
Earnings	$2,664	$336	$505	14%	23%
EPS	$0.75	$0.09	$0.15	14%	25%

Quarterly Results[2]	3Q05	2Q05	3Q04
Return on Equity	10%	9%	8%
Return on Equity-Net of GW	17%	15%	14%

[1] Operating basis excludes merger costs, non-operating litigation charges, card decertification and accounting policy conformity adjustments incurred in 3Q05, 2Q05 and 3Q04 and presents revenues and credit costs without the effect of credit card securitizations. All references to credit costs refer to managed provision for credit losses

[2] Actual numbers for all periods, not over/under

JPMorganChase

3Q05 Adjusted Revenue

($ in millions)	3Q05	$ O/(U) 2Q05	$ O/(U) 3Q04	% O/(U) 2Q05	% O/(U) 3Q04
Revenue (FTE)	$15,554	$1,654	$1,975	12%	15%
MSR risk management (RFS)	(38)	(204)	(191)		
Sold loan portfolios[1] (RFS)	(48)	(48)	(100)		
Treasury portfolio repositioning[2] (Corporate)	(43)	(61)	(323)		
Adjusted Revenue	$15,683	$1,967	$2,589	14%	20%
Investment Bank	4,461	1,711	1,760	62%	65%
Retail Financial Services	3,676	43	81	1%	2%
Card Services	3,980	94	209	2%	6%
Commercial Banking	909	9	76	1%	9%
Treasury & Securities Services	1,556	(32)	217	(2%)	16%
Asset & Wealth Management	1,449	106	256	8%	21%
Corporate	(348)	36	(10)	9%	(3%)

[1] Includes loss of revenue on portfolio sales of Manufactured Housing in 4Q04, RV in 1Q05, and mark-to-market on $1.5bn of auto loans transferred to held-for-sale in 3Q05.
[2] Includes Treasury securities gains and losses and net interest income impact from portfolio repositioning

LOB Operating Earnings Comparison

($ in millions)	3Q05	$ O/(U) 2Q05	$ O/(U) 3Q04	% O/(U) 2Q05	% O/(U) 3Q04
Investment Bank	$1,063	$457	$436	75%	70%
Retail Financial Services	656	(324)	(166)	(33%)[1]	(20%)[1]
Card Services	541	(1)	120	- -[2]	29%[2]
Commercial Banking	301	127	86	73%[3]	40%[3]
Treasury & Securities Services	263	34	167	15%	174%
Asset & Wealth Management	315	32	118	11%	60%
Corporate	(475)	11	(256)	2%	(117%)
Total Firm	$2,664	$336	$505	14%	23%

[1] Retail Financial Services earnings decline excluding Katrina-related provision is (17%) QoQ and (1%) YoY
[2] Card Services earnings growth excluding Katrina-related provision is 11% QoQ and 43% YoY
[3] Commercial Banking earnings growth excluding Katrina-related provision is 86% QoQ and 50% YoY

Impact of Hurricane Katrina

Estimate of Probable Credit Losses *($ in millions)*	
Home Finance	$140
Consumer & Small Business	90
Auto & Education Finance	20
Retail Financial Services	$250
Card Services	100
Commercial Banking	35
Asset & Wealth Management	3
Corporate	12
Total Firm	$400

- Special provision based on current estimates for credit losses
- Extensive work done to estimate losses, factors considered include:
  - ✓Areas affected
  - ✓Level / type of insurance (flood & business interruption)
  - ✓Collateral & lien position
  - ✓Direct communication with customers
  - ✓Financial condition of borrower
  - ✓Environmental impact
  - ✓Other factors
- Expect minimal charges for property damage after insurance recoveries
- To date, 40 of 61 branches in the affected area have been re-opened
- Actively working with customers in affected areas

Investment Bank

($ in millions)	3Q05	$ O/(U) 2Q05	$ O/(U) 3Q04
Revenues	$4,461	$1,711	$1,760
Investment Bkg. Fees	985	20	74
Fixed Income Mkts	2,431	1,013	1,316
Equities Markets	713	641	258
Credit Portfolio	332	37	112
Credit Costs	(46)	297	105
Expenses	2,875	697	951
Earnings	$1,063	$457	$436
Key Statistics[1]	**3Q05**	**2Q05**	**3Q04**
ROE	21%	12%	12%
Overhead	64%	79%	71%
Comp./Rev.	42%	43%	37%
VAR ($mm)[2]	$86	$102	$89

[1] Actual numbers for all periods, not over/under
[2] Average Trading and Credit Portfolio VAR
[3] Source: Dealogic

- Earnings of $1.1bn on record revenues
- Continued strength in IB fees
  - Ranked #2 in IB fees year-to-date[3]
- Record trading with particular strength in client-related and proprietary revenues
- Record fixed income markets with strength across the board particularly in energy, an area of significant investment
- Equities markets reflect strong trading results across regions and higher commissions

	YTD 05 Rank	YTD 05 Share	2004 Rank	2004 Share
Global Announced M&A	#3	22%	#2	25%
Global Syndicated Loans	#1	16%	#1	19%
Global Debt, Equity and Equity-Related	#4	6%	#3	7%
Global Long Term Debt	#4	6%	#2	7%
Global Equity and Equity-Related	#6	7%	#6	6%

Source: Thomson Financial

Retail Financial Services – Business Drivers

Consumer & Small Business	3Q05	2Q05	3Q04
Checking Accts (MM)	8.8	8.6	8.1
# of Branches	2,549	2,539	2,467
# of ATMs	7,136	6,961	6,587
Avg Total Deposits ($B)	$174.2	$174.8	$172.5
Overhead	66%	65%	66%
Home Finance *($ in billions)*	**3Q05**	**2Q05**	**3Q04**
Mortgage loan originations	$39.3	$30.9	$34.1
3rd party mortgage loans serviced	$450.3	$438.1	$427.3
Home equity originations	$14.3	$15.8	$13.9
Avg mortgage loans retained	$47.6	$47.0	$44.0
Avg home equity & other loans owned	$71.8	$69.1	$66.2
Net charge-off rate	0.13%	0.13%	0.23%
Auto & Education Finance	**3Q05**	**2Q05**	**3Q04**
Avg loan & lease related assets ($B)	$52.1	$56.7	$62.1
Net charge-off rate	0.56%	0.36%	0.64%

- Continued momentum in growth initiatives YoY
  - Checking accounts up 8%
  - Branch sales of credit cards up 55%
  - Branch sales of mortgage loans up 154%
  - Mortgage loan originations up 15%
- Environmental/competitive challenges
  - Deposits flat QoQ
  - Home equity originations down QoQ
- Improved balance sheet management
  - Retention of subprime loans
  - Reduction of low-return auto balances

Retail Financial Services

($ in millions)	3Q05	$ O/(U) 2Q05	$ O/(U) 3Q04
Revenues	$3,590	($209)	($210)
Credit Costs	378	284	139
Expenses	2,156	30	(82)
Earnings	$656	($324)	($166)
ROE[1]	19%	30%	25%

($ in millions, after-tax)	*3Q05*	*$ O/(U) 2Q05*	*$ O/(U) 3Q04*
Adjusted Earnings	*$862*	*($15)*	*$135*
Consumer & Small Bus.	*412*	*(25)*	*35*
Home Finance	*346*	*36*	*101*
Auto & Ed.Finance	*86*	*(32)*	*1*
Insurance	*18*	*6*	*(2)*

($ in millions, after-tax)	*3Q05*	*$ O/(U) 2Q05*	*$ O/(U) 3Q04*
Earnings	*$656*	*($324)*	*($166)*
Less: Katrina provision	*155*	*155*	*155*
Less: MSR risk mgmt results	*(24)*	*(127)*	*(119)*
Less: Auto loans transferred to held-for-sale[2]	*(27)*	*(27)*	*(27)*
Adjusted earnings	*$862*	*($15)*	*$135*

- Consumer & Small Business
  - Some margin compression as expected
- Home Finance
  - Positive performance in prime mortgage
- Auto Finance
  - Continued competitive environment
- Underlying credit quality remains strong across all businesses

[1] Actual numbers for all periods, not over/under
[2] Loss on $1.5bn of auto loans transferred to held-for-sale in 3Q05

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Card Services (Managed)

($ in millions)	3Q05	$O/(U) 2Q05	$O/(U) 3Q04
Revenues	$3,980	$94	$209
Credit Costs	1,833	192	171
Expenses	1,286	(97)	(151)
Earnings	$541	($1)	$120
Key Statistics[1]	**3Q05**	**2Q05**	**3Q04**
ROE	18%	18%	14%
ROO (Pre-tax)	2.48%	2.56%	2.05%
Managed Margin	8.55%	8.83%	8.90%
Net Charge-Off Rate	4.70%	4.87%	4.88%
30 Day Delinquency Rate	3.39%	3.34%	3.81%
Avg Outstandings ($B)	$137.8	$135.2	$130.4
Charge Volume ($B)	$76.4	$75.6	$73.3
New Accts Opened (MM)	3.0	2.8	2.8

[1] Actual numbers for all periods, not over/under

- Earnings up 29% YoY - earnings up 43% excluding Katrina-related provision
- ROO of 2.48%, up 43bps YoY and down 8bps QoQ ; ROO of 2.77% excluding Katrina-related provision
- Revenues increased 6% YoY driven by higher charge volume and loan balances
- Managed margin down 28bps QoQ due to growth in loan balances in their introductory period
- Underlying credit quality remains strong; beginning to see the impact of new bankruptcy legislation
- Expenses down YoY and QoQ reflecting merger savings
- 3Q events:
  - TSYS conversion completed
  - Announced acquisition of Sears Canada credit card operations
  - Announced integration of merchant processing businesses

Commercial Banking

($ in millions)	3Q05	$O/(U) 2Q05	$O/(U) 3Q04
Revenues	$909	$9	$76
Middle Market	592	(2)	41
Corporate Banking	140	2	31
Real Estate	143	12	20
Other	34	(3)	(16)
Credit Costs	(46)	(188)	(60)
Expenses	461	(12)	(19)
Earnings	$301	$127	$86

Key Statistics[1]	3Q05	2Q05	3Q04
ROE	35%	21%	25%
Overhead	51%	53%	58%
Net Charge-Off Rate	0.05%	(0.02%)	(0.10%)
Avg Loans & Leases ($B)	$51.8	$51.2	$50.3
Avg Liability Balances[2] ($B)	$72.7	$72.5	$66.9

[1] Actual numbers for all periods, not over/under
[2] Includes deposits and deposits swept to on-balance sheet liabilities

- Earnings up 40% YoY - earnings up 50% excluding Katrina-related provision
- Revenues up 9% YoY reflecting strength across all reported businesses
  - Growth in liability spreads & balances
  - Strong IB revenue
  - Partially offset by lower loan spreads
- Pre-provision, pretax profit up 27% YoY
- Provision was a net benefit of $46mm
  - Improved credit quality, particularly in Middle Market
  - NPLs down 36% YoY and 15% QoQ

Treasury & Securities Services

($ in millions)	3Q05	$O / (U) 2Q05	$O / (U) 3Q04
Revenues	$1,556	($32)	$217
Treasury Services	648	(34)	19
Investor Services	536	(8)	132
Institutional Trust Svcs	372	10	66
Expenses	1,107	(87)	(49)
Earnings	$263	$34	$167
Key Statistics[1]	**3Q05**	**2Q05**	**3Q04**
ROE	55%	48%	20%
Pretax Margin	26%	22%	10%
TSS Firmwide Revenue	$2,214	$2,220	$1,915
TSS Firmwide OH Ratio	62%	66%	72%
TS Firmwide Revenue	$1,306	$1,314	$1,205
Avg. Liability Balances ($B)[2]	$166.8	$164.0	$136.6
Assets under Custody ($T)[3]	$11.0	$10.2	$8.4
Corp. Trust Securities under Admin ($T)	$6.7	$6.7	$6.6

[1] Actual numbers for all periods, not over/under
[2] Includes deposits and deposits swept to on-balance sheet liabilities
[3] Includes an estimated $400 billion of assets under custody from ITS as of 3/31/2005 and an additional estimated $150 billion as of 9/30/2005

- Earnings up 174% YoY and 15% QoQ
- Revenues up 16% YoY driven by increased product volume, wider deposit spreads, balance growth and the impact of the Vastera acquisition, partially offset by lower service charges on deposits
- Expenses down YoY due to the absence of a significant software impairment charge and lower Corporate allocations, partially offset by higher compensation expenses and the impact of the Vastera acquisition
- Liability balances increased 22% YoY
- Assets under custody increased 24% YoY (excluding AUC added from ITS in 2005)

Asset & Wealth Management

($ in millions)	3Q05	$O/(U) 2Q05	$O/(U) 3Q04
Revenues	$1,449	$106	$256
Credit Costs	(19)	1	(20)
Expenses	976	59	92
Earnings	$315	$32	$118
Key Statistics[1]	**3Q05**	**2Q05**	**3Q04**
ROE	52%	47%	33%
Pre-tax Margin	34%	33%	26%
Assets under Supervision ($B)	$1,153	$1,093	$1,003
Assets under Mgmt ($B)	$828	$783	$735
Average Loans ($B)	$26.9	$26.6	$25.4
Average Deposits ($B)	$41.5	$40.8	$38.9

[1] Actual numbers for all periods, not over/under

- Record earnings of $315mm, up 60% YoY and 11% QoQ due to net asset inflows and market appreciation, partially offset by higher compensation expense
- Net asset inflows driven by liquidity and equity products, retail flows from third party distribution and growth in 401(k)
- Record AUM of $828bn up 13% YoY
- Average loans and deposits were both up 6% YoY
- Announced sale of BrownCo for $1.6bn

Corporate

($ in millions)	3Q05	$ O/(U) 2Q05	$ O/(U) 3Q04
Earnings by Unit			
Private Equity	$141	$19	$81
Treasury	(300)	23	(151)
Other Corporate	(316)	(31)	(186)
Total	($475)	$11	($256)
Private Equity Gains	$313	$13	$78
Treasury Securities Gains/(Losses)	($43)	($49)	($152)

($ in billions)	3Q05	2Q05	3Q04
Avg. Treasury Invst Portfolio[1]	$39.4	$43.7	$65.5
EOP Private Equity Portfolio[1]	$5.9	$6.4	$8.1

[1] Actual numbers for all periods, not over/under

- Private Equity
  - Gains of $313mm
  - Portfolio of $5.9bn at end of 3Q
- Treasury
  - Improvement in NII
  - Securities losses compared with gains in prior quarters
- Other Corporate
  - Prior year includes one-time gain
  - Prior quarter includes one-time benefit of vendor negotiations

Merger Milestones

Completed - 2005 YTD	Upcoming - 2006/2007
✓ 1/05 - Technology insourcing ✓ 1/05 - Merger of payroll & benefit systems ✓ 2/05 - Merger of mutual funds ✓ 4/05 - Trade finance ✓ 4/05 - Began roll-out of branding changes ✓ 5/05 - Treasury Services clearing conversions ✓ 5/05 - Strategic Data Center mainframe migration ✓ 7/05 - Document image archive conversion ✓ 7/05 - Private Bank custody conversion ✓ 7/05 - PCS brokerage conversion ✓ 7/05 - IB US treasuries migration ✓ 7/05 - Chase card conversion (31mm accounts) ✓ 8/05 - Launch of company internet sites ✓ 9/05 - Texas systems conversion	■ Tri-state market integration (2006/2007) - Teller & item processing rollout - Retail deposit conversion - Wholesale deposit conversion ■ Internet (2006) - Migration of retail customers from BankOne.com to Chase.com - Migration of heritage BankOne private label card customers to Cardmember services site - Launch of Treasury Svcs/Commercial site ■ Lending systems (2006) - Retail home equity loan origination system implementation - Retail/Wholesale loan origination system implementation - Commercial lending system consolidation

Outlook

- Investment Bank
  - Pipeline continues to be strong
  - Expect more normal trading results
- Retail Financial Services
  - Modest margin compression expected to continue
  - Credit trending to normal with seasonal uptick in 4Q
- Card Services
  - Modest net interest margin compression expected to continue
  - Spike in bankruptcy higher than expected -- will materialize in 4Q
  - Tough to accomplish target of 3.00% ROO in 4Q05 given bankruptcy filings
  - FFIEC/minimum payment fully implemented by end of 1Q06
- Wholesale credit
  - Investment Bank and Commercial Banking - expect to return to normal sooner rather than later
- Private equity
  - Continues to be lumpy; slightly lower expectations for 4Q

Disclaimer

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