SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person*
 WILSON DON M III

 (Last) (First) (Middle)
 270 PARK AVENUE

 (Street)
 NEW YORK NY 100172070
 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 J P MORGAN CHASE & CO [**JPM**]

 3. Date of Earliest Transaction (Month/Day/Year)
 10/31/2005

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

   Director   10% Owner
 X Officer (give title below)   Other (specify below)
 Chief Risk Officer

 6. Individual or Joint/Group Filing (Check Applicable Line)
 X Form filed by One Reporting Person
   Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/26/2005		G	V	420	D	$0	653,284.4627	D	
Common Stock	10/27/2005		G	V	390	D	$0	652,894.4627	D	
Common Stock	10/31/2005		M		10,000	A	$19.1875	666,198.4478	D	
Common Stock	10/31/2005		F		7,595	D	$36.6	658,603.4478	D	
Common Stock	11/01/2005		M		10,000	A	$19.1875	668,603.4478	D	
Common Stock	11/01/2005		F		7,582	D	$36.785	661,021.4478	D	
Common Stock	11/02/2005		G	V	2,825	D	$0	658,196.4478	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Rights to Buy)	$19.1875	10/31/2005		M			10,000	01/16/1997[1]	01/15/2006	Common Stock	10,000	$0	10,000	D	
Stock Options (Rights to Buy)	$19.1875	11/01/2005		M			10,000	01/16/1997[1]	01/15/2006	Common Stock	10,000	$0	0	D	

Explanation of Responses:

1. Vested annually in thirds beginning on January 16, 1997.

Remarks:

By: /s/ Anthony Horan under POA for   11/02/2005

** Signature of Reporting Person   Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.