

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

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

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|--|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* <u>DIMON JAMES</u> (Last) (First) (Middle) 383 MADISON AVENUE (Street) NEW YORK NY 10179-0001 (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol <u>JPMORGAN CHASE & CO [JPM]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman & CEO | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/17/2020 | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | | | |

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) |
|--|--|--------------------------------------|--|--------------------------------|--|-----------------------------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Performance Share Units | (1) | 03/17/2020 | | A | | 412,233.6638 ⁽²⁾ | (3) | (3) | Common Stock | 412,233.6638 | \$0.0000 | 412,233.6638 | D | |

Explanation of Responses:

- Each Performance Share Unit (PSU) represents a contingent right to receive one share of JPMC common stock upon vesting based on the attainment of performance goals.
- Represents PSUs earned (including reinvested dividend equivalents) based on the Firm's attainment of pre-established performance goals for the three-year performance period ended December 31, 2019. The PSUs are expected to vest and settle in shares of common stock on March 25, 2020, which will be reported in a later Form 4 filing. The Firm previously reported in a Current Report on Form 8-K filed on January 19, 2017 that Mr. James Dimon's compensation for performance year 2016 included variable compensation comprised partly of the PSUs reported. In accordance with the terms of the PSUs, the Board's Compensation & Management Development Committee has certified the Firm's absolute and relative performance against the pre-established performance goals for the performance period and has determined that the maximum amount of the previously granted PSUs has been earned.
- Shares delivered, after applicable tax withholding, must be held for an additional two-year period, for a total combined vesting and holding period of five years from the date of grant, as provided under the terms of the PSU award granted on January 17, 2017.

/s/ David K.F. Gillis under POA 03/19/2020

** 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.