

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

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	
OMB Number:	3235-0287
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hours per response:	0.5

1. Name and Address of Reporting Person* <u>Smith Gordon</u> (Last) (First) (Middle) <u>JPMORGAN CHASE & CO.</u> <u>270 PARK AVENUE</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10017-2070</u> (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) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/18/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ☒ 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			

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<u>Restricted Stock Units</u>	<u>(1)</u>	<u>01/18/2012</u>		<u>A⁽²⁾</u>		<u>113,749</u>	<u>(3)</u>	<u>01/13/2015</u>	<u>Common Stock</u>	<u>113,749</u>	<u>\$0.0000</u>	<u>113,749</u>	<u>D</u>	
<u>Stock Appreciation Rights</u>	<u>\$35.61</u>	<u>01/18/2012</u>		<u>A⁽⁴⁾</u>		<u>224,972</u>	<u>(5)</u>	<u>01/18/2022</u>	<u>Common Stock</u>	<u>224,972</u>	<u>\$0.0000</u>	<u>224,972</u>	<u>D</u>	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of JPMC common stock.
2. See Exhibit 99.1 for description of the Firm's bonus recovery policies applicable to these awards.
3. Restricted stock units vest 50% on January 13, 2014 and 50% on January 13, 2015.
4. See Exhibit 99.2 for description of the Firm's bonus recovery policies applicable to these awards.
5. Stock appreciation rights, which have a ten-year term, become exercisable in five equal installments beginning January 18, 2013. Shares resulting from exercise must be held at least five years from the grant date.

Remarks:

exh991.txt, exh992.txt

/s/ Anthony Horan under POA

01/20/2012

** 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.

Equity incentives are subject to the JPMorgan Chase Bonus Recoupment Policy which applies in the event of a material restatement of the Firm's financials.

In addition, all equity awards (restricted stock units and/or stock appreciation rights) granted in 2012 contain recapture provisions that enable the Firm to cancel an unvested or unexercisable award and/or recover the value of certain stock distributed under the award in specified circumstances.

In addition to recapture provisions, portions of RSUs awarded to Operating Committee members are also subject to certain additional provisions under which awards may be cancelled, any determination with respect to which is subject to ratification by the Compensation and Management Development Committee of the Board of Directors (Committee). In the case of an award to the CEO, all such determinations shall be made by the Committee.

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