

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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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1. Name and Address of Reporting Person * <u>Donnelly John L</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> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/13/2017</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Director Human Resources</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	01/13/2017		M		21,241	A	\$0 ⁽¹⁾	131,584.2938	D	
Common Stock	01/13/2017		M		18,359	A	\$0 ⁽¹⁾	149,943.2938	D	
Common Stock	01/13/2017		F		20,481	D	\$87.135	129,462.2938	D	
Common Stock	01/17/2017		S ⁽²⁾		6,444	D	\$84.1579	123,018.2938 ⁽³⁾	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				
Restricted Stock Units	(1)	01/13/2017		M			18,359	(4)	01/13/2017	Common Stock	18,359	\$0.0000	0.0000	D	
Restricted Stock Units	(1)	01/13/2017		M			21,241	(5)	01/13/2018	Common Stock	21,241	\$0.0000	21,241	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of JPMC common stock.
2. Sale pursuant to 10b5-1 Plan dated November 14, 2016.
3. The Reporting Person no longer has a reportable beneficial interest in 12,500 shares, owned by his sons who do not reside in his household.
4. Restricted stock units vest 50% on January 13, 2016 and 50% on January 13, 2017.
5. Restricted stock units vest 50% on January 13, 2017 and 50% on January 13, 2018.

Remarks:

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/s/ Molly Carpenter under POA 01/18/2017

** 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.

JPMorgan Chase & Co.
Power of Attorney
For Preparing, Signing and Filing Certain Reports with the SEC

KNOW ALL BY THESE PRESENTS, that the undersigned in his or her capacity as an officer or director of JPMorgan Chase & Co. ("JPMC") hereby constitutes and appoints each of Stacey Friedman, Molly Carpenter, Holly Youngwood, Carin S. Reddish, Neila B. Radin, Jordan A. Costa and Stephen B. Grant, signing singly, his/her true and lawful attorney-in-fact to:

- (1) prepare and execute for and on behalf of the undersigned in connection with transactions in JPMC securities (a) any and all forms of report, including amendments to such reports, required to be made pursuant to Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and related rules of the Securities and Exchange Commission ("SEC") and (b) any documents or reports which may be required under SEC Rule 144 to permit the undersigned to sell JPMC common stock without registration under the Securities Act of 1933 (the "1933 Act") in reliance on Rule 144 as amended from time to time;
- (2) apply for, if required, and administer Edgar codes on behalf of the undersigned to enable electronic filings with the SEC;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable for the preparation and timely filing of any such reports, documents and reports with the SEC, any United States stock exchange, and any other authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers hereby granted. The undersigned acknowledges that none of the foregoing attorneys-in-fact in serving in such capacity at the request of the undersigned is assuming any of the undersigned's responsibilities to comply with either the Exchange Act or the 1933 Act.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of May 31, 2016.

/s/ John L. Donnelly
John L. Donnelly