

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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>SCHARF CHARLES W</u>  (Last) (First) (Middle) <u>270 PARK AVENUE</u>  (Street) <u>NEW YORK</u> <u>10017-2070</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>J P MORGAN CHASE &amp; CO [ JPM ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2004</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 X Officer (give title below) Other (specify below) <u>Executive Vice President</u>  6. Individual or Joint/Group Filing (Check Applicable Line) X 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	07/01/2004		A		362,221	A	\$0 <sup>(1)</sup>	363,294	D	
Common Stock	07/01/2004		A		196,490	A	\$0	559,784	D	
Common Stock	07/01/2004		A		1,601	A	\$0 <sup>(1)</sup>	1,601	I	401(k)

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				
Employee Stock Option ( right to buy )	\$24.95	07/01/2004		A		1,029,600	06/12/2001 <sup>(2)</sup>	06/12/2010	Common Stock	1,029,600	\$0 <sup>(3)</sup>	1,029,600	D	
Employee Stock Option ( right to buy )	\$29.96	07/01/2004		A		396,000	08/15/2004 <sup>(4)</sup>	08/15/2009	Common Stock	396,000	\$0 <sup>(3)</sup>	396,000	D	
Employee Stock Option (right to buy)	\$31.22	07/01/2004		A		198,000	04/16/2003 <sup>(2)</sup>	04/16/2012	Common Stock	198,000	\$0 <sup>(3)</sup>	198,000	D	
Employee Stock Option (right to buy)	\$28.7	07/01/2004		A		114,840	07/01/2004	02/09/2011	Common Stock	114,840	\$0 <sup>(3)</sup>	114,840	D	
Employee Stock Option (right to buy)	\$28.7	07/01/2004		A		56,760	02/09/2002 <sup>(2)</sup>	02/09/2011	Common Stock	56,760	\$0 <sup>(3)</sup>	56,760	D	

Explanation of Responses:

1. See Remarks  
2. Option vests over 5 years in 20% annual increments from date of grant. The date exercisable reported in the table is the first vesting date.  
3. See Remarks.  
4. Option vests over 3 years in one-third annual increments from date of grant. The date exercisable reported in the table is the first vesting date.

Remarks:

(1) Shares received in the merger between Bank One Corporation (ONE) & JP Morgan Chase & Co. (JPM), pursuant to which each share of ONE common stock was exchanged for 1.32 shares of JPM common stock, having a market value of \$38.77 per share on the effective date of the merger. (3) Options received in the merger of ONE & JPM, pursuant to which each outstanding option to purchase ONE common stock was converted to an option to purchase JPM common stock on substantially the same terms, except that the number of shares was adjusted by multiplying the number of ONE options by 1.32 and the exercise price was adjusted by dividing the ONE exercise price by 1.32.

/s/ Laurence Goldman for  
Charles Scharf, Power of  
Attorney  
07/02/2004

\*\* 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.

