

Term sheet

To prospectus dated December 1, 2005,
prospectus supplement dated October 12, 2006 and
product supplement no. 139-I dated May 23, 2008

Term Sheet to

Product Supplement No. 139-I
Registration Statement No. 333-130051
Dated May 23, 2008; Rule 433


**Structured
Investments**
JPMorgan Chase & Co.
\$
Return Notes Linked to the PUTSM Index due June 1, 2009
General

- Payment is linked to the PUTSM Index, less an issuer's fee that accrues daily over the term of the notes, as described below. You may lose some or all of your investment.
- Senior unsecured obligations of JPMorgan Chase & Co. maturing June 1, 2009[†].
- Minimum denominations of \$20,000 and integral multiples of \$1,000 in excess thereof.
- The notes are expected to price on or about May 23, 2008 and are expected to settle on or about May 29, 2008.

Key Terms

Index:	CBOE S&P 500 PutWrite Index SM (the "PUT SM Index" or the "Index")
Payment at Maturity:	<p>Payment at maturity will reflect the performance of the Index, less an annual Issuer's Fee of 1.5%, which accrues daily over the term of the notes. <i>The principal amount of your notes will be fully exposed to any decline in the Index.</i> Accordingly, at maturity, you will receive an amount calculated as follows:</p> $\$1,000 \times [1 + (\text{Index Return} - (1.5\% \times \text{days since pricing date}/365))]$ <p>where "days since pricing date" is the number of calendar days from the pricing date to and including the Observation Date. If the calculation above produces a number that is less than zero, the payment at maturity will be zero.</p> <p><i>You will lose some or all of your investment if the PUTSM Index declines at all or increases by less than 1.50%.</i></p>
Issuer's Fee:	1.5% annual fee applied to the principal amount of the notes with daily accrual. Accordingly, you will lose some of the principal amount of your notes if any positive Index Return is less than 1.50%.
Index Return:	<p>The performance of the Index from the Initial Index Level to the Ending Index Level, calculated as follows:</p> $\frac{\text{Ending Index Level} - \text{Initial Index Level}}{\text{Initial Index Level}}$
Initial Index Level:	The Index closing level on the pricing date.
Ending Index Level:	The Index closing level on the Observation Date.
Observation Date:	May 22, 2009 [†]
Maturity Date:	June 1, 2009 [†]
CUSIP:	
[†] Subject to postponement in the event of a market disruption event and as described under "Description of Notes — Payment at Maturity" in the accompanying product supplement no. 139-I.	

Investing in Return Notes involves a number of risks. See "Risk Factors" beginning on page PS-5 of the accompanying product supplement no. 139-I and "Selected Risk Considerations" beginning on page TS-3 of this term sheet.

JPMorgan Chase & Co. has filed a registration statement (including a prospectus) with the Securities and Exchange Commission, or SEC, for the offering to which this term sheet relates. Before you invest, you should read the prospectus in that registration statement and the other documents relating to this offering that JPMorgan Chase & Co. has filed with the SEC for more complete information about JPMorgan Chase & Co. and this offering. You may get these documents without cost by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, JPMorgan Chase & Co., any agent or any dealer participating in this offering will arrange to send you the prospectus, each prospectus supplement, product supplement no. 139-I and this term sheet if you so request by calling toll-free 866-535-9248.

You may revoke your offer to purchase the notes at any time prior to the time at which we accept such offer by notifying the applicable agent. We reserve the right to change the terms of, or reject any offer to purchase the notes prior to their issuance. In the event of any changes to the terms of the notes, we will notify you and you will be asked to accept such changes in connection with your purchase. You may also choose to reject such changes in which case we may reject your offer to purchase.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the notes or passed upon the accuracy or the adequacy of this term sheet or the accompanying prospectus supplements and prospectus. Any representation to the contrary is a criminal offense.

	Price to Public	Fees and Commissions (1)	Proceeds to Us
Per note	\$	\$	\$

Total	\$	\$	\$
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(1) Please see “Supplemental Underwriting Information” in this term sheet for information about fees and commissions.

The notes are not bank deposits and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency, nor are they obligations of, or guaranteed by, a bank.

JPMorgan

May 23, 2008

Additional Terms Specific to the Notes

You should read this term sheet together with the prospectus dated December 1, 2005, as supplemented by the prospectus supplement dated October 12, 2006 relating to our Series E medium-term notes of which these notes are a part, and the more detailed information contained in product supplement no. 139-I dated May 23, 2008. **This term sheet, together with the documents listed below, contains the terms of the notes and supersedes all other prior or contemporaneous oral statements as well as any other written materials including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, fact sheets, brochures or other educational materials of ours.** You should carefully consider, among other things, the matters set forth in “Risk Factors” in the accompanying product supplement no. 139-I, as the notes involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisers before you invest in the notes.

You may access these documents on the SEC website at www.sec.gov as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC website):

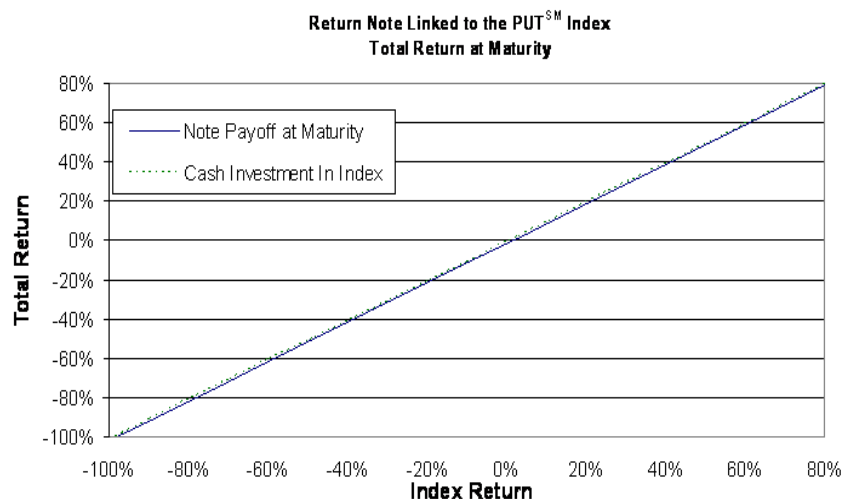
- Product supplement no. 139-I dated May 23, 2008:
http://www.sec.gov/Archives/edgar/data/19617/000089109208002741/e31723_424b2.pdf
- Prospectus supplement dated October 12, 2006:
http://www.sec.gov/Archives/edgar/data/19617/000089109206003117/e25276_424b2.pdf
- Prospectus dated December 1, 2005:
http://www.sec.gov/Archives/edgar/data/19617/000089109205002389/e22923_base.txt

Our Central Index Key, or CIK, on the SEC website is 19617. As used in this term sheet, the “Company,” “we,” “us” or “our” refers to JPMorgan Chase & Co.

What Is the Total Return on the Notes at Maturity Assuming a Range of Performance for the Index?

The following table and graph illustrate the hypothetical total return at maturity on the notes assuming 365 days from the pricing date to the Observation Date. The hypothetical total returns set forth below assume an Initial Index Level of 1000. The hypothetical total returns set forth below are for illustrative purposes only and may not be the actual total returns applicable to a purchaser of the notes. The numbers appearing in the following table have been rounded for ease of analysis.

Ending Index Level	Index Return	Total Return	Payment at Maturity per \$1,000 Principal Amount Note
2000.00	100.00%	98.50%	\$1,985.00
1750.00	75.00%	73.50%	\$1,735.00
1500.00	50.00%	48.50%	\$1,485.00
1300.00	30.00%	28.50%	\$1,285.00
1200.00	20.00%	18.50%	\$1,185.00
1100.00	10.00%	8.50%	\$1,085.00
1050.00	5.00%	3.50%	\$1,035.00
1025.00	2.50%	1.00%	\$1,010.00
1015.00	1.50%	0.00%	\$1,000.00
1000.00	0.00%	-1.50%	\$985.00
950.00	-5.00%	-6.50%	\$935.00
900.00	-10.00%	-11.50%	\$885.00
800.00	-20.00%	-21.50%	\$785.00
700.00	-30.00%	-31.50%	\$685.00
500.00	-50.00%	-51.50%	\$485.00
400.00	-60.00%	-61.50%	\$385.00
300.00	-70.00%	-71.50%	\$285.00
200.00	-80.00%	-81.50%	\$185.00
100.00	-90.00%	-91.50%	\$85.00
0.00	-100.00%	-100.00%	\$0.00



Hypothetical Examples of Amounts Payable at Maturity

The following examples illustrate how the total returns set forth in the table above are calculated.

Example 1: The level of the Index increases from an Initial Index Level of 1000 to an Ending Index Level of 1050. Because the Ending Index Level of 1050 is greater than the Initial Index Level of 1000, the investor receives a payment at maturity of \$1,035 per \$1,000 principal amount note, calculated as follows:

$$\$1,000 \times [1 + (5\% - (1.5\% \times 365/365))] = \$1,035$$

Example 2: The level of the Index decreases from an Initial Index Level of 1000 to an Ending Index Level of 950. Because the Ending Index Level of 950 is less than the Initial Index Level of 1000, the investor receives a payment at maturity of \$935 per \$1,000 principal amount note, calculated as follows:

$$\$1,000 \times [1 + (-5\% - (1.5\% \times 365/365))] = \$935$$

Selected Purchase Considerations

- **INVESTMENT EXPOSURE TO THE CBOE S&P 500 PUTWRITE INDEXSM** — The notes provide the opportunity to participate in the appreciation of the PUTSM Index, minus an annual Issuer's Fee of 1.5%. Because the notes are our senior unsecured obligations, payment of any amount at maturity is subject to our ability to pay our obligations as they become due.
- **THE PUTSM INDEX** — The PUTSM Index is a benchmark index designed to track the performance of a hypothetical investment strategy, which we refer to as the PUT strategy, that overlays short put options on the S&P 500[®] Index ("SPX puts") over a money market account. The PUT strategy hypothetically invests cash at one- and three-month Treasury Bill rates and hypothetically sells a sequence of one-month at-the-money SPX puts. The number of SPX puts is set such that the value of the Treasury Bills is sufficient to fund any obligations under the SPX puts resulting from downturns in the S&P 500[®] Index. The S&P 500[®] Index consists of 500 component stocks selected to provide a performance benchmark for the U.S. equity markets. For additional information on the PUTSM Index and the S&P 500[®] Index, see the information set forth under "The CBOE S&P 500 PutWrite IndexSM" and the "S&P 500[®] Index," respectively, in the accompanying product supplement no. 139-I.
- **CAPITAL GAINS TAX TREATMENT** — You should review carefully the section entitled "Certain U.S. Federal Income Tax Consequences" in the accompanying product supplement no. 139-I. Subject to the limitations described therein, and based on certain factual representations received from us, in the opinion of our special tax counsel, Davis Polk & Wardwell, it is reasonable to treat your purchase and ownership of the notes as an "open transaction" for U.S. federal income tax purposes. Assuming this characterization is respected, your gain or loss on the notes should be treated as long-term capital gain or loss if you hold the notes for more than a year, whether or not you are an initial purchaser of notes at the issue price. However, the Internal Revenue Service (the "IRS") or a court may not respect this characterization or treatment of the notes, in which case the timing and character of any income or loss on the notes could be significantly and adversely affected. In addition, on December 7, 2007, Treasury and the IRS released a notice requesting comments on the U.S. federal income tax treatment of "prepaid forward contracts" and similar instruments, which may include the notes. The notice focuses in particular on whether to require holders of these instruments to accrue income over the term of their investment. It also asks for comments on a number of related topics, including the character of income or loss with respect to these instruments; the relevance of factors such as the nature of the underlying property to which the instruments are linked; the degree, if any, to which income (including any mandated accruals) realized by Non-U.S. Holders should be subject to withholding tax; and whether these instruments are or should be subject to the "constructive ownership" regime, which very generally can operate to recharacterize certain long-term capital gain as ordinary income that is subject to an interest charge. While the notice requests comments on appropriate transition rules and effective dates, any Treasury regulations or other guidance promulgated after consideration of these issues could materially and adversely affect the tax consequences of an investment in the notes, possibly with retroactive effect. Both U.S. and Non-U.S. Holders should consult their tax advisers regarding the U.S. federal income tax consequences of an investment in the notes, including possible alternative treatments and the issues presented by this notice.

An investment in the notes involves significant risks. Investing in the notes is not equivalent to investing directly in the PUTSM Index, the S&P 500[®] Index, any Treasury Bills or any of the component securities of, or any options on, the S&P 500[®] Index. These risks are explained in more detail in the “Risk Factors” section of the accompanying product supplement no. 139-I dated May 23, 2008.

- **YOUR INVESTMENT IN THE NOTES MAY RESULT IN A LOSS** — The notes do not guarantee any return of principal. The return on the notes is linked to the performance of the PUTSM Index and will depend on whether, and the extent to which, the Index Return is positive or negative. Your investment will be fully exposed to any decline in the Ending Index Level as compared to the Initial Index Level. Furthermore, you will lose a portion of the principal amount of your notes if any positive Index Return is less than 1.50%, assuming the notes priced on the expected pricing date set forth on the front cover of this term sheet.
 - **BECAUSE THE PUTSM INDEX REFLECTS A PUT STRATEGY, YOU WILL HAVE NO PARTICIPATION IN ANY APPRECIATION OF THE S&P 500[®] INDEX** — Your return will not reflect the return you would realize if you owned the equity securities underlying the S&P 500[®] Index because the PUTSM Index measures the return of a hypothetical put strategy applied to the S&P 500[®] Index rather than simple ownership of the equity securities underlying the S&P 500[®] Index. The strategy measured by the PUTSM Index consists of hypothetically investing cash at one- and three-month Treasury Bill rates and selling a sequence of one-month at-the-money put options on the S&P 500[®] Index. Because the put options on the S&P 500[®] Index will nominally be exercised only if the S&P 500[®] Index declines below the strike price of the options, the strategy does not give you participation in any increases in the S&P 500[®] Index. Instead, the level of the PUTSM Index will be based on the value of the hypothetical Treasury Bill portfolio, which is financed in part by the put premiums received, minus the mark-to-market value of the put options. There are many possible scenarios for which an investment in the equity securities underlying the S&P 500[®] Index would provide a higher return on the maturity date than an investment in the notes.
 - **CERTAIN BUILT-IN COSTS ARE LIKELY TO ADVERSELY AFFECT THE VALUE OF THE NOTES PRIOR TO MATURITY** — While the payment at maturity described in this term sheet is based on the full principal amount of your notes, the original issue price of the notes includes the issuer's fee, which fee will affect your payment at maturity. The issuer's fee reflects a 12.5 basis points per month, or 1.5% per annum, fee that accrues on a daily basis and includes the estimated cost of hedging our obligations under the notes. As a result, the price, if any, at which J.P. Morgan Securities Inc., whom we refer to as JPMSI, will be willing to purchase notes from you in secondary market transactions will likely be lower than the original issue price unless the Index appreciates significantly.
 - **NO INTEREST OR DIVIDEND PAYMENTS OR VOTING RIGHTS** — As a holder of the notes, you will not receive interest payments, and you will not have voting rights or rights to receive cash dividends, put premiums or other distributions or other rights that holders of the instruments composing the PUTSM Index or the S&P 500[®] Index would have.
 - **LACK OF LIQUIDITY** — The notes will not be listed on any securities exchange. JPMSI intends to offer to purchase the notes in the secondary market but is not required to do so. Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell the notes easily. Because other dealers are not likely to make a secondary market for the notes, the price at which you may be able to trade your notes is likely to depend on the price, if any, at which JPMSI is willing to buy the notes.
 - **WE ARE CURRENTLY ONE OF THE COMPANIES THAT MAKE UP THE S&P 500[®] INDEX** — We are currently one of the companies that make up the S&P 500[®] Index. On March 16, 2008, and March 24, 2008, we issued press releases (which are included in our Current Reports on Form 8-K filed with the Securities and Exchange Commission on March 18, 2008, and March 24, 2008, respectively) announcing our potential acquisition of The Bear Stearns Companies, Inc., which is also included in the S&P 500[®] Index. To our knowledge, we are not currently affiliated with any other issuers the equity securities of which are included in the S&P 500[®] Index. We will not have any obligation to consider your interests as a holder of the notes in taking any corporate action that might affect the value of the Index and the notes.
 - **POTENTIAL CONFLICTS** — We and our affiliates play a variety of roles in connection with the issuance of the notes, including acting as calculation agent and hedging our obligations under the notes. In performing these duties, the economic interests of the calculation agent and other affiliates of ours are potentially adverse to your interests as an investor in the notes.
 - **MANY ECONOMIC AND MARKET FACTORS WILL IMPACT THE VALUE OF THE NOTES** — In addition to the level of the Index on any day, which is based on the applicable Treasury Bill rates and the value of the put options on the S&P 500[®] Index underlying the Index, the value of the notes will be affected by a number of economic and market factors that may either offset or magnify each other, including:
 - the expected volatility of the S&P 500[®] Index;
 - the expected volatility in the Treasury Bill rates;
 - the time to maturity of the notes and to the next option “roll” date of the Index;
 - the dividend rate on the equity securities underlying the S&P 500[®] Index;
 - interest and yield rates in the market generally;
 - a variety of economic, financial, political, regulatory or judicial events; and
 - our creditworthiness, including actual or anticipated downgrades in our credit ratings.
- Factors that may affect the Treasury Bill rates include:
- supply and demand of one- and three-month Treasury Bills;
 - general economic, financial, political or regulatory conditions;
 - monetary policies of the Federal Reserve Bank, changes in the Federal funds rate and changes in the shape of yield curve; and
 - inflation and expectations concerning inflation.

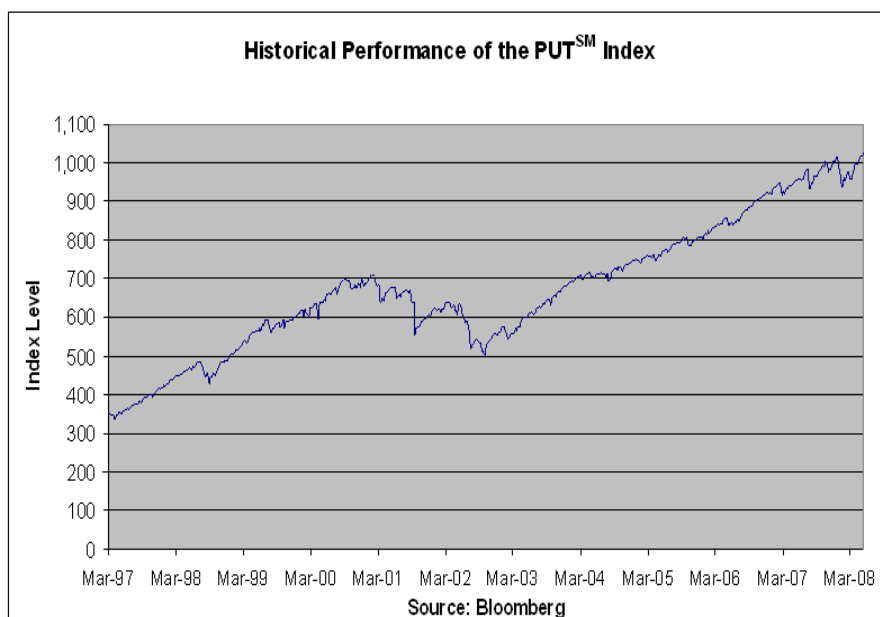
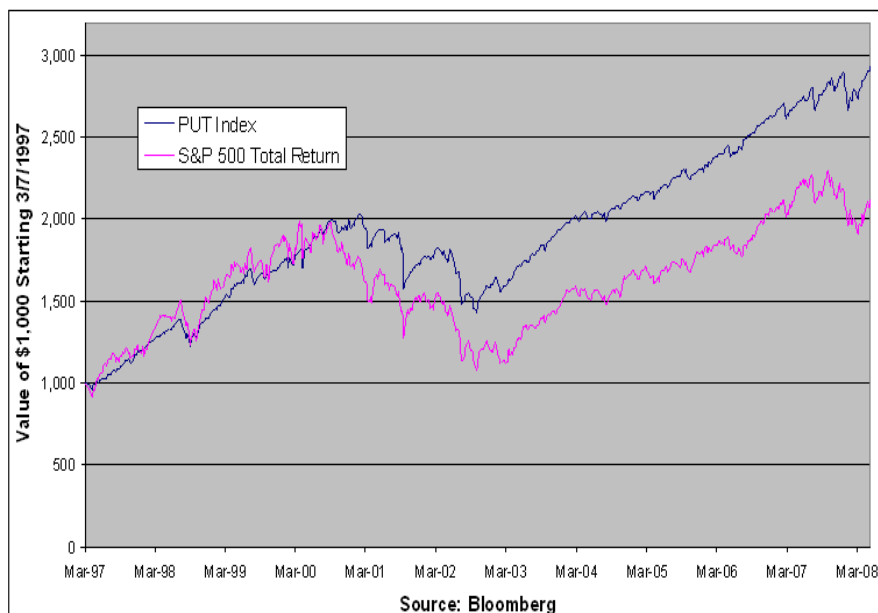
Historical Information

The first graph below sets forth the historical weekly performance of a hypothetical \$1,000 investment in the PUTSM Index and a hypothetical \$1,000 investment in the S&P 500[®] Total Return Index from March 7, 1997 through May 16, 2008. The S&P 500[®] Total Return Index is a measure of the total return of the stocks comprising the S&P 500[®] Index that includes dividends by adding the daily indexed dividend returns on those stocks to the daily price change of the S&P 500[®] Index. In each case, the performance of the hypothetical \$1,000 investment is reported excluding

any fees or other deductions that could be applicable to an actual investment linked to the PUTSM Index or the S&P 500[®] Total Return Index, such as the 1.5% annual Issuer's Fee applicable to the notes.

The second graph below sets forth the historical performance of the PUTSM Index based on the weekly Index closing level from March 7, 1997 through May 16, 2008. The Index closing level on May 22, 2008 was 1018.88. We obtained the Index closing levels, the closing levels of the S&P 500[®] Total Return Index and other information below from Bloomberg Financial Markets. We make no representation or warranty as to the accuracy or completeness of the information obtained from Bloomberg Financial Markets.

The historical levels of the PUTSM Index do not reflect the 1.5% annual Issuer's Fee included in an investment in the notes and should not be taken as an indication of future performance. No assurance can be given as to the Index closing level on the Observation Date. We also cannot give you assurance that the performance of the PUTSM Index will result in the return of any of your initial investment.



Supplemental Underwriting Information

JPMSI, acting as agent for JPMorgan Chase & Co., will receive a commission that will depend on market conditions on the pricing date. In no event will that commission, which includes structuring and development fees, exceed \$15.00 per \$1,000 principal amount note. See "Underwriting" beginning on page PS-29 of the accompanying product supplement no. 139-I.

For a different portion of the notes to be sold in this offering, an affiliated bank will receive a fee and another affiliate of ours will receive a structuring and development fee. In no event will the total amount of these fees exceed \$15.00 per \$1,000 principal amount note.