

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (date of earliest event reported): **February 7, 2006**

**JPMORGAN CHASE & CO.**  
(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction incorporation)

**001-05805**  
(Commission File Number)

**13-2624428**  
(IRS Employer Identification Number)

**270 Park Avenue, New York, NY**  
(Address of Principal Executive Office)

**10017**  
(Zip Code)

Registrant's telephone number, including area code: **(212) 270-6000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events**

JPMorgan Chase & Co. announced on Tuesday, February 7, 2006, that it has signed a definitive agreement to sell its life insurance and annuity underwriting business to a subsidiary of Protective Life Corporation for a cash price of approximately \$1.2 billion. A copy of the Registrant's press release is attached as Exhibit 99.1 and is incorporated by reference herein.

(c) Exhibits.

The following is furnished as an exhibit to this report.

Exhibit 99.1 Press Release dated February 7, 2006.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

JPMORGAN CHASE & CO  
Registrant

By: /s/ Anthony J. Horan

Name: Anthony J. Horan  
Title: Corporate Secretary

**EXHIBIT INDEX**

**Exhibit No.**

**Description**

99.1

Press Release dated February 7, 2006

## JPMorgan Chase to sell insurance underwriting business to Protective Life

CHICAGO, February 7, 2006 JPMorgan Chase & Co. (NYSE: JPM) announced today it has signed a definitive agreement to sell its life insurance and annuity underwriting business, or Chase Insurance, to Protective Life Corporation (NYSE: PL) for a cash purchase price of approximately \$1.2 billion.

The sale is subject to normal regulatory approvals and is expected to close in the third quarter of 2006. JPMorgan Chase anticipates the transaction will have no material impact on earnings.

"With the merger of Chase and Bank One, we reviewed all our businesses and concluded that insurance underwriting does not have the same scale as our core banking businesses," said Charles W. Scharf, CEO of Chase's Retail Financial Services, which includes Chase Insurance. "We will continue to meet our customers' insurance and annuity needs without underwriting the products."

The sale includes both the heritage Chase insurance business and the life business that Bank One bought from Zurich Insurance in 2003. In 2005, Chase Insurance posted operating earnings of \$79 million on revenue of \$644 million. Chase will retain its debt-protection business and continue to distribute life and annuity products through its branch network.

### About Chase

Chase, the U.S. consumer and commercial banking brand of JPMorgan Chase & Co., has issued approximately 110 million credit cards and serves consumers and small businesses through more than 2,600 branches, 7,300 ATMs and 280 mortgage offices as well as through relationships with over 15,000 auto dealerships, 2,500 schools and universities and 2,100 insurance agencies. The firm is a leader in investment banking, financial services for consumers and businesses, financial transaction processing, asset and wealth management, and private equity. A component of the Dow Jones Industrial Average, JPMorgan Chase & Co. has its corporate headquarters in New York and its U.S. consumer and commercial banking headquarters in Chicago. Under the JPMorgan, Chase and Bank One brands, the firm serves millions of consumers in the United States and many of the world's most prominent corporate, institutional and government clients. Information about the firm is available at [www.jpmorganchase.com](http://www.jpmorganchase.com).