

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 1934Date of Report December 17, 1996
(Date of earliest event reported)THE CHASE MANHATTAN CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	1-5805	13-2624428
(State or other jurisdiction of incorporation)	(Commission file number)	(I.R.S. Employer Identification No.)

270 Park Avenue, New York, NY	10017
(Address of principal executive offices)	(Zip Code)

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

Not applicable
(Former name or former address, if changed since last report)

Item 5. Other Events

The Chase Manhattan Corporation (the "Corporation") announced a new stock options program for employees worldwide. Called Value Sharing, the Program grants 450 options to each eligible full-time employee in three equal annual installments commencing December 17, 1996. Eligible part-time employees will be awarded 225 options over the same time period. The exercise price for the December 17, 1996 award is \$86.375 and the options may be exercised when the average closing price of the Corporation's shares over five consecutive business days equals or exceeds the target price of \$110. If the Corporation's shares do not reach the target price by December 17, 2002, the options become exercisable on that date. Exercise and target prices for future awards will be determined at the time of those grants.

A copy of the press release is attached as an exhibit hereto.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

The following exhibits are filed with this Report:

Exhibit Number	Description
- - - - -	- - - - -
99.1	Press Release.

SIGNATURE

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

THE CHASE MANHATTAN CORPORATION
(Registrant)

By: /s/ Anthony J. Horan

Anthony J. Horan
Corporate Secretary

Dated: December 18, 1996

EXHIBIT INDEX

Exhibit Number

Description

99.1

Press Release.

Investor Contact: John Borden 212-270-7318 Press Contacts:
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Ken Herz
212-270-4621

Chase Awards Stock Options to All Employees Worldwide

New York, December 17, 1996 -- The Chase Manhattan Corporation announced today a new program to grant full-time employees worldwide 450 options in Chase common stock over the next three years. The program, called Value Sharing and approved by the Board of Directors today, will also grant 225 options, or Value Shares, over the same time period to part-time employees.

In a letter to employees, Walter V. Shipley, chairman and chief executive officer, said, "We are launching this initiative with two purposes in mind: First, to thank you for your good and hard work in executing the largest and most complex merger in banking history. Second, to encourage you to continue your very best work so that we can indeed achieve our mission of becoming the world's premier financial services company.

"There really is a link between your own individual performance and the performance of Chase as a whole," Mr. Shipley wrote. "The more successful you become in serving our customers and supporting your colleagues, the more successful Chase becomes financially."

Value Shares will be awarded in three equal annual installments over the next three years. The first 150 options for full-time employees were granted today, with the remaining options to be awarded on December 16, 1997 and December 15, 1998. The 225 Value Shares for part-time employees will be awarded following the same schedule.

The grant or exercise price of the first award will be the average of today's high and low price of Chase common stock. Participants may exercise 100 percent of this first award when the average closing price of Chase shares over five consecutive business days equals or exceeds \$110. Grant and target prices for the subsequent awards will be determined at the time of those grants.

The program is the second time options are being awarded to all employees. In 1994, both predecessor firms of pre-merger Chase -- Chemical and the "old" Chase -- were among the first major companies to award options to employees at all levels of the organization.

As previously announced, the Board of Directors of The Chase Manhattan Corporation on October 15, 1996 authorized the Corporation until December 31, 1998 to purchase up to \$2.5 billion of its common shares, in addition to such other number of common shares as may be necessary to provide for expected issuances under the Corporation's dividend reinvestment plan and its various stock-based employee benefit plans.

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