

FORM 4		UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549		OMB APPROVAL	
1 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940		OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response: 0.5	
1. Name and Address of Reporting Person * Stafford, John R. <div>(Last) (First) (Middle)</div> 270 Park Avenue <div>(Street)</div> New York, NY 10017 <div>(City) (State) (Zip)</div>		2. Issuer Name and Ticker or Trading Symbol J.P. Morgan Chase & Co. JPM 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for (Month/Year) December 31, 2002 5. If Amendment, Date of Original (Month/Year)	
		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other Officer/Other Description _____ 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Owner-ship Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount A/D Price			

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).

Stafford, John R. - December 2002

Form 4 (continued)

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)	4. Transaction Code and Voluntary (V) Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Owner-ship Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code V		(DE) (ED)					
Common Stock Equivalents	\$0.0000	12/31/2002	A (1)	(A) 470.3177		Common Stock - 470.3177		16,584.7044	D	

Explanation of Responses :

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

____Anthony J. Horan____January 2, 2003____
** Signature of Reporting Person Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

On behalf of
John R. Stafford

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Stafford, John R. - December 2002

Form 4 (continued)

FOOTNOTE Descriptions for J.P. Morgan Chase & Co. JPM		Form 4 - December 2002
John R. Stafford 270 Park Avenue New York, NY 10017		
Explanation of responses:		
(1) Deferral of quarterly retainer, payable in cash upon termination of service as director.		