

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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1. Name and Address of Reporting Person* <u>MILLER HEIDI</u>  (Last) (First) (Middle) <u>JPMORGAN CHASE &amp; CO.</u> <u>270 PARK AVENUE</u>  (Street) <u>NEW YORK</u> <u>NY</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>01/20/2009</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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			

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0 <sup>(1)</sup>	01/20/2009		A		102,644		(2)	01/25/2012	Common Stock	102,644	\$0	102,644	D	
Stock Appreciation Rights	\$19.49	01/20/2009		A		200,000		(3)	01/20/2019	Common Stock	200,000	\$0	200,000	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of JPMC common stock.
2. Restricted stock units vest 50% on January 25, 2011 and 50% on January 25, 2012.
3. Stock Appreciation Rights, which have a ten-year term, become exercisable in five equal annual installments beginning January 20, 2010. Shares resulting from exercise must be held at least 5 years from the grant date.

Remarks:

All awards are subject to the Company's bonus recoupment policies, which include: (i) recoupment in the event of a material restatement of the Company's financial results; (ii) forfeiture of unvested awards and recoupment of certain vested awards if an employee is terminated for cause, which may include violation of the Company's Code of Conduct or other Company policies; (iii) for members of the Company's Operating Committee, although it is intended and expected that the awards would vest and/or become exercisable as scheduled, the terms and conditions of the awards allow for reduction, forfeiture or deferral in scheduled vesting or exercisability in the event of a determination by the CEO, as part of the Company's annual performance assessment process, based on the CEO's assessment of the performance of the executive and the Company (which may include more than one performance year), that an executive has not achieved satisfactory progress toward the executive's priorities or that the Company has not achieved satisfactory progress toward the Company's priorities for which the executive shares responsibility as a member of the Operating Committee. Such determination is subject to ratification by the Compensation and Management Development Committee; and (iv) for members of the Company's Operating Committee who are also subject to the clawback provisions of the U.S. Treasury's Capital Purchase program, such clawback policies.

/s/ Anthony Horan under POA 01/22/2009

\*\* 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.

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