

☐ 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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Cavanagh Michael J</u> (Last) (First) (Middle) <u>JPMORGAN CHASE & 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 & CO [JPM]</u>	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>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/30/2008</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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			
Common Stock	01/30/2008		M		53,350	A	\$23.11	347,544	D	
Common Stock	01/30/2008		M		34,804	A	\$39.17	382,348	D	
Common Stock	01/30/2008		M		13,200	A	\$31.22	395,548	D	
Common Stock	01/30/2008		F		10,625	D	\$47.835	384,923	D	
Common Stock	01/30/2008		F		31,261	D	\$47.835	353,662	D	
Common Stock	01/30/2008		F		37,851	D	\$47.835	315,811	D	

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				
Stock Option (Right to Buy)	\$23.11	01/30/2008		M			53,350	07/01/2004	05/01/2010	Common Stock	53,350	\$0	0	D	
Stock Option (Right to Buy)	\$31.22	01/30/2008		M			13,200	04/16/2003	04/16/2012	Common Stock	13,200	\$0	0	D	
Stock Option (Right to Buy)	\$39.17	01/30/2008		M			34,804	05/15/2005	05/01/2010	Common Stock	34,804	\$0	0	D	
Stock Option (Right to Buy)	\$47.835	01/30/2008		A			28,500	07/30/2008	05/01/2010	Common Stock	28,500	\$0	28,500	D	
Stock Option (Right to Buy)	\$47.835	01/30/2008		A			25,771	07/30/2008	05/01/2010	Common Stock	25,771	\$0	54,271	D	
Stock Option (Right to Buy)	\$47.835	01/30/2008		A			10,625	07/30/2008	04/16/2012	Common Stock	10,625	\$0	10,625	D	

Explanation of Responses:

Remarks:

/s/ Anthony Horan under POA 02/01/2008

** 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.

