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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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

**Date of report (Date of earliest event reported): July 7, 2008**

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**JPMORGAN CHASE & CO.**

(Exact Name of Registrant as Specified in Charter)

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**DELAWARE**

(State or Other Jurisdiction of Incorporation)

**001-05805**

(Commission File Number)

**13-2624428**

(IRS Employer Identification No.)

**270 Park Avenue,  
New York, NY**

(Address of Principal Executive Offices)

**10017**

(Zip Code)

**Registrant's telephone number, including area code:**

**(212) 270-6000**

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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))
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**Item 8.01 — Other Events**

On July 7, 2008, the United States District Court for the Northern District of Illinois, granted preliminary approval of a settlement of all outstanding litigation as to the July 1, 2004 merger of JPMorgan Chase & Co and Bank One Corporation.

On July 11, 2008, the court-approved notice of settlement was published in the Financial Times, the New York Times and the Wall Street Journal, a copy of which is attached hereto and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits****(d) Exhibits**

99.1 Notice of Settlement, dated July 11, 2008

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.

JPMORGAN CHASE & CO.  
(Registrant)

By: \_\_\_\_\_  
/s/ Anthony J. Horan  
Anthony J. Horan  
Corporate Secretary

Dated: July 11, 2008

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Notice of Settlement, dated July 11, 2008

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

**IN RE JP MORGAN CHASE & CO. SECURITIES LITIGATION**

**MDL NO. 1783**

**BLAU V. HARRISON, ET AL., 04 C 6592**

**HYLAND V. HARRISON, ET AL., 06 C 4675**

**HYLAND V. J.P. MORGAN SECS., INC., 06 C 4676**

**MASTER DOCKET NO. 06 C 4674**

**JUDGE DAVID H. COAR**

**TO: HOLDERS OF THE STOCK OF J.P. MORGAN CHASE & CO.  
ON APRIL 2, 2004**

**YOU ARE HEREBY NOTIFIED**, under an Order of the Hon. David H. Coar of the United States District Court for the Northern District of Illinois, that a settlement has been reached between the parties in the above-captioned class actions. Defendants are J.P. Morgan Chase & Co. ("JPMC"), J.P. Morgan Securities, Inc., James L. Dimon, William B. Harrison, Jr., Hans W. Becherer, Riley P. Bechtel, Frank A. Bennack, Jr., John H. Biggs, Lawrence A. Bossidy, M. Anthony Burns, Ellen V. Futter, William H. Gray, III, Helene Kaplan, Lee R. Raymond, and John R. Stafford. The settlement class consists of all holders of JPMC stock at the close of business on April 2, 2004, the record date for voting on the merger of JPMC and Bank One Corporation, which was consummated on July 1, 2004.

A final settlement hearing will be held before Judge Coar on October 30, 2008 at 10:00 a.m., in Courtroom 1419 of the United States District Court for the Northern District of Illinois, 219 South Dearborn Street, Chicago, Illinois, to determine whether the settlement should be approved by the Court, and to consider the applications of plaintiffs' counsel for attorneys' fees not to exceed \$11.1 million and reimbursement of expenses up to \$435,000, and the application of a lead plaintiff for an award of \$2,695 to recover costs and expenses, to be paid by JPMC.

The complaints assert claims under Sections 14(a) and 20(a) of the Securities Exchange Act for defendants' negligent failure to disclose material facts in the proxy statement soliciting votes for the merger. Specifically, the complaints allege that defendants negligently failed to disclose that, during the merger negotiations, William B. Harrison, the then-CEO of JPMC, rejected an offer from Mr. Dimon, the then-CEO of Bank One, to merge the companies for no premium if Mr. Dimon could become the CEO of the combined company immediately upon completion of the merger. The consolidated complaint in *Hyland v. Harrison* and *Hyland v. J.P. Morgan Securities, Inc.* also asserts similar claims under Section 10(b) of the Securities Exchange Act and state law. Defendants deny the allegation that Mr. Dimon made any such offer and maintain that all material facts regarding the merger were disclosed in the proxy statement.

The settlement contemplates that JPMC's corporate governance principles will provide that the: (1) CEO of JPMC will inform the presiding director of discussions involving a clear expression of interest in a proposed corporate transaction requiring shareholder approval under applicable law and listing standards, (2) the presiding director and the CEO will review with JPMC's Board of Directors the process for the CEO to communicate with the Board about such discussions, and (3) JPMC's Board of Directors will review the "background of the merger" section of any proxy statement issued in connection therewith. The measures that will be adopted are intended to provide early and meaningful oversight by the Board of Directors. The settlement provides that the corporate governance measures will be kept in place for four years, subject to certain exceptions. The settlement does not include payments to members of the settlement class.

The terms of the settlement are fully set forth in a stipulation of settlement on file with the Court. You may inspect that stipulation, Court orders, submissions by the parties, discovery documents, and other papers at the Office of the Clerk of the Court, 219 South Dearborn Street, Chicago, Illinois. Certain of these documents are also available on plaintiffs' counsel's websites, [www.whafh.com](http://www.whafh.com) and [www.gielata.com](http://www.gielata.com), under the heading "JPMC/BANK ONE MERGER LITIGATION."

Any member of the settlement class who objects to the settlement, the applications for attorneys' fees and expenses, and/or the application for lead plaintiff's costs and expenses, or who otherwise wishes to be heard with respect to any of the foregoing, may appear in person or by attorney at the final settlement hearing at his or her own expense; provided, however, such a person shall be heard only if he/she has filed with the Clerk of the Court, on or before October 1, 2008, written notice of his/her intention to appear and written objections setting forth the substance and support for the objections.

Dated: July 7, 2008

Clerk of the Court  
UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF ILLINOIS

513223