

<div>FORM 4</div> <div>I Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction I(b).</div>	<div>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</div> <div>Washington, D.C. 20549</div> <div>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</div> <div>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</div>	<div>OMB APPROVAL</div> <div>OMB Number: 3235-0287</div> <div>Expires: December 31, 2001</div> <div>Estimated average burden hours per response. . . . . 0.5</div>	
<div>1. Name and Address of Reporting Person * McDavid, William H. <div>(Last)(First)(Middle)</div> 270 Park Avenue <div>(Street)</div> New York, NY 10017 <div>(City)(State)(Zip)</div></div>	<div>2. Issuer Name and Ticker or Trading Symbol J.P. Morgan Chase &amp; Co. JPM</div> <div>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</div>	<div>4. Statement for (Month/Year) October 17, 2002</div> <div>5. If Amendment, Date of Original (Month/Year)</div>	<div>6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director 10% Owner</div><div>X Officer Other</div><div>Officer/Other Description General Counsel</div></div> <div>7. Individual or Joint/Group Filing (Check Applicable Line) <div>X Individual Filing</div><div>Joint/Group Filing</div></div>

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)			7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	A/D	Price	
Common Stock	10/17/2002	M	75,000.0000	A	\$11.5600	D
Common Stock	10/17/2002	F	50,451.0000	D	\$19.1350	D

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).

McDavid, William H. - October 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. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code   V		(DE)   (ED)					
Stock Options (Rights to Buy)	\$11.5600	10/17/2002	M	(D) 75,000	10/30/1993   10/30/2002	Common Stock - 75,000		0	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).

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

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.

/s/ Anthony J. Horan  
\*\* Signature of Reporting Person  
On behalf of  
William H. McDavid  
October 18, 2002  
Date