

DREW INA R
Form 3
February 22, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â DREW INA R		(Month/Day/Year)	J P MORGAN CHASE & CO [JPM]	
(Last)	(First)	(Middle)	02/10/2005	
JPMORGAN CHASE & CO., Â 270 PARK AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, Â NY Â 10017			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chief Investment Officer	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	774,135.6034	D	Â
Common Stock	2,925.5714	I	By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Appreciation Right	Â <u>(1)</u>	02/11/2014	Common Stock	343,000	\$ 39.96	D	Â
Stock Options (Right to Buy)	01/17/2003	01/17/2012	Common Stock	162,111	\$ 36.85	D	Â
Stock Options (Rights to Buy) <u>(2)</u>	01/18/2002	01/18/2011	Common Stock	71,691	\$ 51.22	D	Â
Stock Options (Rights to Buy) <u>(3)</u>	01/16/1997	01/15/2006	Common Stock	37,500	\$ 19.1875	D	Â
Stock Options (Rights to Buy) <u>(4)</u>	01/21/1998	01/21/2007	Common Stock	37,500	\$ 30.7709	D	Â
Stock Options (Rights to Buy) <u>(5)</u>	01/20/1999	01/20/2008	Common Stock	51,000	\$ 35.3033	D	Â
Stock Options (Rights to Buy) <u>(6)</u>	01/19/2000	01/19/2009	Common Stock	75,000	\$ 49	D	Â
Stock Options (Rights to Buy) <u>(7)</u>	01/19/2001	01/19/2010	Common Stock	44,252	\$ 49.2133	D	Â
Stock Options (Rights to Buy)	Â <u>(8)</u>	01/18/2011	Common Stock	175,713	\$ 51.22	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DREW INA R JPMORGAN CHASE & CO. 270 PARK AVENUE NEW YORK, NY 10017	Â	Â	Â Chief Investment Officer	Â

Signatures

By: /s/ Anthony Horan
under POA

02/22/2005

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- (1) Vests in two equal annual installments beginning January 25, 2006.
- (2) Vests annually in fourths beginning on January 18, 2002.
- (3) Vested annually in thirds beginning on January 16, 1997.

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- (4) Vested annually in thirds beginning on January 21, 1998.
- (5) Vests annually in fourths beginning on January 20, 1999.
- (6) Vests annually in fourths beginning on January 19, 2000.
- (7) Vests annually in fourths beginning on January 19, 2001.

These options were granted pursuant to the Growth Performance Incentive Program under the Corporation's Long Term Incentive Plan and 1/2 will become exercisable on 1/25/2003 if Cumulative Fully Diluted Cash Operating Earnings Per Share, excluding JPMorgan

- (8) Partners and extraordinary events, (EPS) equals \$8.50 for 2001 and 2002; an additional 1/2 will become exercisable on 1/25/2003 if EPS equals \$8.50 for 2001 and 2002 and the Investment Bank achieves cumulative Shareholder Value Added total of \$5.2 billion for 2001 and 2002 (IB Goal). If the foregoing EPS goal is not achieved, 30% will become exercisable on 1/25/2003 if the IB Goal has been achieved. All options that do not become exercisable on 1/25/2003 will become exercisable on 1/18/2007.

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

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