

J P MORGAN CHASE & CO  
 Form 3  
 January 09, 2007

**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 <b>and</b> Ticker or Trading Symbol	
Â Rauchenberger Louis		(Month/Day/Year)	J P MORGAN CHASE & CO [JPM]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		12/31/2006		
JPMORGAN CHASE & CO.,Â 270 PARK AVENUE			(Check all applicable)	
	(Street)		<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Corporate Controller	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person
NEW YORK,Â NYÂ 100172070				
(City)	(State)	(Zip)		

**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	59,271	D	Â
Common Stock	2,079.7387	I	By 401(k)

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

**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 control number.**

**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 Rights	Â <u>(1)</u>	10/20/2015	Common Stock	50,000	\$ 34.78	D	Â
Stock Option (Right to Buy)	01/18/2003 <u>(2)</u>	01/18/2011	Common Stock	13,343	\$ 51.22	D	Â
Stock Options (Right to Buy)	12/22/2000	07/15/2008	Common Stock	22,200	\$ 35.3886	D	Â
Stock Options (Right to Buy)	12/22/2000	07/19/2009	Common Stock	29,600	\$ 36.6808	D	Â
Stock options (Right to Buy)	01/17/2003 <u>(3)</u>	01/17/2012	Common Stock	14,410	\$ 36.85	D	Â
Stock Options (Right to Buy)	01/25/2005 <u>(4)</u>	02/12/2013	Common Stock	17,576	\$ 21.87	D	Â
Stock Options (Rights to Buy)	12/22/2000	07/13/2007	Common Stock	14,800	\$ 29.1724	D	Â
Stock Options (Rights to Buy)	12/30/2005	01/18/2011	Common Stock	58,571	\$ 51.22	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rauchenberger Louis JPMORGAN CHASE & CO. 270 PARK AVENUE NEW YORK, NY 100172070	Â	Â	Â Corporate Controller	Â

## Signatures

By: /s/ Anthony Horan  
under POA

01/09/2007

\_\_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) SARs vest and become exercisable in three equal annual installments beginning October 20, 2008.
- (2) Vests annually in halves beginning on January 18, 2003.
- (3) Vests annually in thirds beginning January 17, 2003.
- (4) Vests annually in halves beginning January 25, 2005.

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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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.