

J P MORGAN CHASE & CO
Form 4
April 20, 2006

FORM 4

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

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CROWN JAMES S

(Last) (First) (Middle)

**JPMORGAN CHASE & CO., 270
PARK AVENUE**

(Street)

NEW YORK, NY 100172070

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

J P MORGAN CHASE & CO [JPM]

3. Date of Earliest Transaction
(Month/Day/Year)

04/20/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	04/20/2006		M		8,243	A	\$ 18.2045	148,681.488	D
Common Stock								8,872	I
Common Stock								1,547,123	I
Common Stock								383,096	I

By IRA
By
Partnership
(Areljay) ⁽¹⁾
₍₂₎
By
Partnership
(Crown)

						Fund II) <u>(2)</u> <u>(3)</u>
Common Stock		2,696,199	I			By Partnership (Henry Crown & Co) <u>(2)</u> <u>(4)</u>
Common Stock		187,955	I			By Partnership (Pines Trailer Limited) <u>(2)</u> <u>(5)</u>
Common Stock		6,019,813	I			By Partnership (The Crown Fund) <u>(2)</u> <u>(6)</u>
Common Stock		7,303	I			By Spouse <u>(2)</u>
Common Stock		1,570	I			By Spouse's IRA <u>(2)</u>
Common Stock		204,605	I			By Trust (Crown) <u>(2)</u> <u>(7)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. D S (I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 18.2045	04/20/2006		M	8,243	07/01/2004	08/01/2006		8,243

Director
Stock
Option
(right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROWN JAMES S JPMORGAN CHASE & CO. 270 PARK AVENUE NEW YORK, NY 100172070	X			

Signatures

By: /s/ Anthony Horan under
POA

04/20/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Owned by a partnership of which a corporation of which the Reporting Person is a director, officer and shareholder and a trust of which the Reporting Person is a beneficiary are partners. (Areljay, L.P.)
- (2) The Reporting Person disclaims beneficial ownership of these shares except to the extent of his beneficial ownership therein.
- (3) Owned by a partnership of which the Reporting Person is a partner (Crown Fund II).
- (4) Owned by a partnership of which the Reporting Person is a partner (Henry Crown and Company) (Not Incorporated)).
- (5) Owned by a partnership, Pines Trailer Limited Partnership, of which a corporation of which the Reporting Person is a shareholder and a partnership of which the Reporting Person is a partner are partners.
- (6) Owned by a partnership of which the Reporting Person is a partner. (The Crown Fund)
- (7) Owned by a trust of which Reporting Person is a co-trustee and a beneficiary (Rebecca K. Crown Income Charitable Fund).

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.