

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 and 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) |
| JPMORGAN CHASE & CO.,Â 270 PARK AVENUE | | 12/31/2006 | | |
| (Street) | | | (Check all applicable) | |
| NEW YORK,Â NYÂ 100172070 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <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 |

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)

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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 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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