

J P MORGAN CHASE & CO  
Form 4  
February 14, 2003  
SEC Form 4

<b>FORM 4</b>  [ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  (Print or Type Responses)	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549  <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>  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  <hr/> OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: . . . . 0.5
1. Name and Address of Reporting Person* <b>Bechtel, Riley P.</b>  (Last) (First) (Middle) <b>270 Park Avenue</b>  (Street) <b>New York, NY 10017</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>J.P. Morgan Chase &amp; Co. JPM</b>  3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  4. Statement for Month/Day/Year <b>February 12, 2003</b>  5. If Amendment, Date of Original (Month/Day/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other  7. 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 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 and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (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/D   Price			

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).

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.

(over)  
SEC 1474 (9-02)

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**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. Conver- sion or Exercise Price of	3. Transaction Date	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable(DE) and Expiration Date(ED)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially	10. Owner- ship Form of	11. Nature of Indirect Beneficial Ownership

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	Derivative Security	(Month/ Day/ Year)	(Month/ Day/ Year)	and Voluntary (V) Code (Instr.8)	Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	(Month/Day/Year)	(Instr. 3 and 4)	(Instr.5)	Owned Following Reported Transactions (Instr.4)	Derivative Security: Direct (D) or Indirect (I) (Instr.4)	(Instr.4)
				Code I V		(DE)   (ED)					
<b>Common Stock Equivalents</b>	<b>\$0.000</b>	<b>02/12/2003</b>		<b>A (1)  </b>	<b>(A) 7,773.00</b>		<b>Common Stock - 7,773.00</b>		<b>9,669.23</b>	<b>D</b>	

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).

**By: /s/ Anthony J. Horan**

**02-14-2003**

\*\* Signature of Reporting Person

Date

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

see Instruction 6 for procedure.

**Power of Attorney**

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**Form 4 (continued)**

**FOOTNOTE Descriptions for J.P. Morgan Chase & Co. JPM**

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**Riley P. Bechtel  
270 Park Avenue**

**New York, NY 10017**

**Explanation of responses:**

**(1) Deferral of annual stock grant, payable in cash upon termination of service as  
director.**

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