

Bradley John F
Form 3
January 03, 2006

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 *

Â Bradley John F

(Last) (First) (Middle)

JPMORGAN CHASE &
CO.,Â 270 PARK AVENUE

(Street)

NEW YORK,Â NYÂ 100172070

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

12/21/2005

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

J P MORGAN CHASE & CO [JPM]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner

X Officer ___ Other
(give title below) (specify below)

Director of Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

___ 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

100,801.1724

D

Â

Common Stock

5,516.4771

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	14,640	\$ 39.96	D	Â
Stock Appreciation Rights	Â <u>(2)</u>	10/20/2015	Common Stock	25,000	\$ 34.78	D	Â
Stock Option (Right to Buy)	01/18/2003 <u>(3)</u>	01/18/2011	Common Stock	29,979	\$ 51.22	D	Â
Stock Options (Right to Buy)	12/22/2000	07/15/2008	Common Stock	55,500	\$ 35.3886	D	Â
Stock options (Right to Buy)	01/17/2003 <u>(4)</u>	01/17/2012	Common Stock	29,309	\$ 36.85	D	Â
Stock Options (Rights to Buy)	01/18/2007 <u>(5)</u>	01/18/2011	Common Stock	87,857	\$ 51.22	D	Â
Stock Options (Rights to Buy)	12/22/2000	01/13/2006	Common Stock	20,350	\$ 20.4392	D	Â
Stock Options (Rights to Buy)	12/22/2000	07/13/2007	Common Stock	22,200	\$ 29.1724	D	Â
Stock Options (Rights to Buy)	12/22/2000	07/19/2009	Common Stock	66,600	\$ 36.6808	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bradley John F JPMORGAN CHASE & CO. 270 PARK AVENUE NEW YORK, NY 100172070	Â	Â	Â Director of Human Resources	Â

Signatures

By: /s/ Anthony Horan
under POA

01/03/2006

__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) SARs vest and become exercisable in three equal annual installments beginning October 20, 2008.

(3) Vests annually in halves beginning on January 18, 2003.

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- (4) Vests annually in thirds beginning January 17, 2003.

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 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 if at least two major business units achieve their cumulative Shareholder Value Added goals for 2001 and 2002. Alternatively, this 1/2 will become exercisable on 1/25/2003 if EPS of \$9.00 has been achieved for 2001 and 2002. If the foregoing \$8.50 EPS goal is not achieved, 30% will become exercisable on 1/25/2003 if at least two of the major business units achieve their cumulative Shareholder Value Added goals for 2001 and 2002. All options that do not become exercisable on 1/25/2003 will become exercisable on 1/18/2007.

(5)

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.