

MILLER HEIDI
Form 4/A
November 22, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER HEIDI

2. Issuer Name and Ticker or Trading Symbol
J P MORGAN CHASE & CO [JPM]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
270 PARK AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2004

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President

NEW YORK, NY 100172070
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
07/02/2004

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	07/01/2004		A		157,192	A	\$ 0	157,228	D	
Common Stock	07/01/2004		A		112,484 <u>(1)</u>	A	<u>(2)</u>	269,712	D	
Common Stock	07/01/2004		A		1,584	A	<u>(2)</u>	1,584	I	As Custodian For Children
Common Stock	07/01/2004		A		1,179	A	<u>(2)</u>	1,179	I	By 401(k)
	07/01/2004		A		5,280	A	<u>(2)</u>	5,280	I	By GRAT

Common
Stock

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

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (right to buy)	\$ 29.96	07/01/2004		A	396,000	08/15/2004 ⁽³⁾	08/15/2009	Common Stock	396,000
Employee Stock Option (right to buy)	\$ 31.65	07/01/2004		A	396,000	04/01/2002 ⁽⁵⁾	04/01/2012	Common Stock	396,000
Employee Stock Option (right to buy)	\$ 31.22	07/01/2004		A	66,000	04/16/2003 ⁽⁵⁾	04/16/2012	Common Stock	66,000

Reporting Owners

Reporting Owner Name / Address	Relationships
MILLER HEIDI 270 PARK AVENUE NEW YORK, NY 100172070	Director 10% Owner Officer Executive Vice President

Signatures

By: /s/ Anthony Horan under
POA

11/22/2004

__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) Balance adjustment to correct (i) misclassification of shares as indirect by spouse to direct since shares are held in a joint account and (ii) mathematical error in number of Bank One common stock converted into JPM common stock at the 1.32 merger conversion rate.
Shares received in the merger between Bank One Corporation (Bank One) and JPMorgan Chase & Co. (JPM), pursuant to which each
- (2) share of Bank One common stock was exchanged for 1.32 shares of JPM comon stock, having a market value of \$38.77 per share on the effective date of the merger.
- (3) Option vests over 3 years in one-third annual increments from date of grant. The date exercisable reported in the table is the first vesting date.
Options received in the merger between Bank One and JPM pursuant to which each outstanding option to purchase Bank One common
- (4) stock was converted to an option to purchase JPM common stock on substantially the same terms, except that the number of shares was adjusted by multiplying the number of Bank One options by 1.32 and the exercise price was adjusted by dividing the Bank One exercise price by 1.32.
- (5) Option vests over 5 years in 20% annual increments from date of grant. The date exercisable reported in the table is the first vesting date.

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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