

MILLER HEIDI
Form 4/A
November 22, 2004

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 *
MILLER HEIDI

(Last) (First) (Middle)

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)
07/01/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive Vice President

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 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) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common Stock | 07/01/2004 | | A | 157,192 | A \$ 0 157,228 | D | |
| Common Stock | 07/01/2004 | | A | 112,484 (1) | A 269,712 | D | |
| Common Stock | 07/01/2004 | | A | 1,584 | A 1,584 | I | As Custodian For Children |
| Common Stock | 07/01/2004 | | A | 1,179 | A 1,179 | I | By 401(k) |
| | 07/01/2004 | | A | 5,280 | A 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 Underlying Security (Instr. 3 and 4) | | | |
|---|---|---|---|---|---|--|-----|--|--------------------|-----------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| 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 |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| MILLER HEIDI 270 PARK AVENUE NEW YORK, NY 100172070 | 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 common 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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