

DREW INA R  
Form 3  
February 22, 2005

**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 <b>and</b> Ticker or Trading Symbol	
Â DREW INA R		(Month/Day/Year)	J P MORGAN CHASE & CO [JPM]	
(Last)	(First)	(Middle)	02/10/2005	
JPMORGAN CHASE & CO., Â 270 PARK AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, Â NY Â 10017			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chief Investment Officer	

**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	774,135.6034	D	Â
Common Stock	2,925.5714	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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- (4) Vested annually in thirds beginning on January 21, 1998.
- (5) Vests annually in fourths beginning on January 20, 1999.
- (6) Vests annually in fourths beginning on January 19, 2000.
- (7) Vests annually in fourths beginning on January 19, 2001.

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

- (8) 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 the Investment Bank achieves cumulative Shareholder Value Added total of \$5.2 billion for 2001 and 2002 (IB Goal). If the foregoing EPS goal is not achieved, 30% will become exercisable on 1/25/2003 if the IB Goal has been achieved. All options that do not become exercisable on 1/25/2003 will become exercisable on 1/18/2007.

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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