

J P MORGAN CHASE & CO
Form 4
May 17, 2007

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 *
MANDELBAUM JAY

(Last) (First) (Middle)

**JPMORGAN CHASE & CO., 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)

05/15/2007

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

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/15/2007		M		36,623	A	\$ 36.9	427,867	D
Common Stock	05/15/2007		M		83,000	A	\$ 29.91	510,867	D
Common Stock	05/15/2007		M		37,500	A	\$ 44.32	548,367	D
Common Stock	05/15/2007		M		84,202	A	\$ 38.13	632,569	D
Common Stock	05/15/2007		M		40,403	A	\$ 37.5	672,972	D

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Common Stock	05/15/2007	F	30,981	D	\$ 52.355	641,991	D
Common Stock	05/15/2007	F	64,426	D	\$ 52.355	577,565	D
Common Stock	05/15/2007	F	34,496	D	\$ 52.355	543,069	D
Common Stock	05/15/2007	F	72,261	D	\$ 52.355	470,808	D
Common Stock	05/15/2007	F	34,420	D	\$ 52.355	436,388	D

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

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SEC 1474
(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 or Number of Shares
Employee Stock Option (right to buy)	\$ 29.91	05/15/2007		M	83,000	09/17/2003 09/17/2012	Common Stock 83,000
Employee Stock Option (right to buy)	\$ 36.9	05/15/2007		M	36,623	02/12/2005 09/17/2012	Common Stock 36,623
Employee Stock Option (right to buy)	\$ 37.5	05/15/2007		M	40,403	08/15/2005 09/17/2012	Common Stock 40,403
Employee Stock	\$ 38.13	05/15/2007		M	84,202	05/15/2006 09/17/2012	Common Stock 84,202

Option
(right to
buy)

Employee
Stock

Option (right to buy)	\$ 44.32	05/15/2007	M	37,500	11/15/2006	09/17/2012	Common Stock	37
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Employee
Stock

Option (right to buy)	\$ 52.355	05/15/2007	A	30,981	11/15/2007	09/17/2012	Common Stock	30
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Employee
Stock

Option (right to buy)	\$ 52.355	05/15/2007	A	64,426	11/15/2007	09/17/2012	Common Stock	64
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Employee
Stock

Option (right to buy)	\$ 52.355	05/15/2007	A	34,496	11/15/2007	09/17/2012	Common Stock	34
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Employee
Stock

Option (right to buy)	\$ 52.355	05/15/2007	A	72,261	11/15/2007	09/17/2012	Common Stock	72
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Employee
Stock

Option (right to buy)	\$ 52.355	05/15/2007	A	34,420	11/15/2007	09/17/2012	Common Stock	34
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANDELBAUM JAY JPMORGAN CHASE & CO. 270 PARK AVENUE NEW YORK, NY 100172070			Executive Vice President	

Signatures

By: /s/ Anthony Horan under
POA

05/17/2007

__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).

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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