

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

**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 \*  
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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

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 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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(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)<br>(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--------|-----|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | V  | (A)    | (D) | Date Exercisable   | Expiration Date |   |                            |
| Employee Stock Option (right to buy)       | \$ 29.91   | 05/15/2007                           |  | M                              |  | 83,000 |     | 09/17/2003   | 09/17/2012      | Common Stock  | 83                         |
| Employee Stock Option (right to buy)       | \$ 36.9  | 05/15/2007                           |  | M                              |  | 36,623 |     | 02/12/2005   | 09/17/2012      | Common Stock  | 36                         |
| Employee Stock Option (right to buy)       | \$ 37.5  | 05/15/2007                           |  | M                              |  | 40,403 |     | 08/15/2005   | 09/17/2012      | Common Stock  | 40                         |
| Employee Stock                             | \$ 38.13   | 05/15/2007                           |  | M                              |  | 84,202 |     | 05/15/2006   | 09/17/2012      | Common Stock  | 84                         |

Option  
(right to  
buy)

Employee  
Stock

|        |          |            |   |        |            |            |                 |    |
|--------|----------|------------|---|--------|------------|------------|-----------------|----|
| Option | \$ 44.32 | 05/15/2007 | M | 37,500 | 11/15/2006 | 09/17/2012 | Common<br>Stock | 37 |
|--------|----------|------------|---|--------|------------|------------|-----------------|----|

Employee  
Stock

|        |           |            |   |        |            |            |                 |    |
|--------|-----------|------------|---|--------|------------|------------|-----------------|----|
| Option | \$ 52.355 | 05/15/2007 | A | 30,981 | 11/15/2007 | 09/17/2012 | Common<br>Stock | 30 |
|--------|-----------|------------|---|--------|------------|------------|-----------------|----|

Employee  
Stock

|        |           |            |   |        |            |            |                 |    |
|--------|-----------|------------|---|--------|------------|------------|-----------------|----|
| Option | \$ 52.355 | 05/15/2007 | A | 64,426 | 11/15/2007 | 09/17/2012 | Common<br>Stock | 64 |
|--------|-----------|------------|---|--------|------------|------------|-----------------|----|

Employee  
Stock

|        |           |            |   |        |            |            |                 |    |
|--------|-----------|------------|---|--------|------------|------------|-----------------|----|
| Option | \$ 52.355 | 05/15/2007 | A | 34,496 | 11/15/2007 | 09/17/2012 | Common<br>Stock | 34 |
|--------|-----------|------------|---|--------|------------|------------|-----------------|----|

Employee  
Stock

|        |           |            |   |        |            |            |                 |    |
|--------|-----------|------------|---|--------|------------|------------|-----------------|----|
| Option | \$ 52.355 | 05/15/2007 | A | 72,261 | 11/15/2007 | 09/17/2012 | Common<br>Stock | 72 |
|--------|-----------|------------|---|--------|------------|------------|-----------------|----|

Employee  
Stock

|        |           |            |   |        |            |            |                 |    |
|--------|-----------|------------|---|--------|------------|------------|-----------------|----|
| Option | \$ 52.355 | 05/15/2007 | A | 34,420 | 11/15/2007 | 09/17/2012 | Common<br>Stock | 34 |
|--------|-----------|------------|---|--------|------------|------------|-----------------|----|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| MANDELBAUM JAY<br>JPMORGAN CHASE & CO.<br>270 PARK AVENUE<br>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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