Maclin Samuel Todd Form 4 October 25, 2006

FORM 4

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

Washington, D.C. 20549 OMB
Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires. 2005
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Expires:

5. Relationship of Reporting Person(s) to

3235-0287

January 31,

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Maclin Samuel Todd (Last) (First) (Middle) JPMORGAN CHASE & CO., 270 PARK AVENUE			Symbol J P MO	Issuer CGAN CHASE & CO [JPM]	(Check all applicable) Director 10% Owner X Officer (give title Other (specify below)				
				Earliest Transaction 19/Year) 06 —— Director ——X_ Officer (§ below)					
	(Street)			h/Day/Year) Applicable Line) _X_ Form filed by	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NEW YOR	RK, NY 10017207	70		Person	y More than One Reporting				
(City)	(State)	(Zip)	Tal	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 D any (Month/Day	ate, if	4. Securities Acquired (A) ransaction Disposed of (D) ode (Instr. 3, 4 and 5) nstr. 8) (A) or ode V Amount (D) 5. Amount of Securities Beneficially Owned Following Reported Transaction((Instr. 3 and	Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I) s) (Instr. 4)				
Common Stock	10/24/2006			S 20,000 D \$ 232,766.65	242 D				
Common Stock				1,958.710	8 I By 401(k)				

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

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SEC 1474

(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date		Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
						Excicisable			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Maclin Samuel Todd JPMORGAN CHASE & CO. 270 PARK AVENUE NEW YORK, NY 100172070

Executive Vice President

Signatures

By: /s/ Anthony Horan under POA

A 10/25/2006

**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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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