# J P MORGAN CHASE & CO

## FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 2/14/2003 For Period Ending 2/12/2003

| | |
|---|---|
| Address | 270 PARK AVE 39TH FL |
| | NEW YORK, New York 10017 |
| Telephone | 212-270-6000 |
| CIK | 0000019617 |
| Industry | Money Center Banks |
| Sector | Financial |
| Fiscal Year | 12/31 |

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# FORM 4

**[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.**
***See* Instruction 1(b).**

(Print or Type Responses)

## UNITED STATES SECURITIES AND EXCHANGE (

**Washington, D.C. 20549**

## STATEMENT OF CHANGES IN BENEFICIAL OWN

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17
Holding Company Act of 1935 or Section 30(h) of the Investment Compar

1. Name and Address of Reporting Person *
**Coulter, David A.**

(Last) (First) (Middle)
**270 Park Avenue**

(Street)
**New York, NY 10017**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**J.P. Morgan Chase & Co. JPM**

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year
**February 12, 2003**

5. If Amendment, Date of Original (Month/Day/Year)

6.

7.

**X**

**Table I - Non-Derivative Securities Acquired, Disposed of, or Benef**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code and Voluntary Code (Instr. 8) | 4. Securities Acquired (A) or Dis (Instr. 3, 4, and 5) | |
|---|---|---|---|---|---|
| | | | Code \| V | Amount \| | A |
| **Common Stock** | **02/12/2003** | | **A** \| | **104,711.0000** \| | |
| **Common Stock** | | | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Persons who respon
respond

## Form 4 (continued)

**Table II - Derivative Securities Acquired, Disposed of, or Benefic**
**( *e.g.* , puts, calls, warrants, options, convertible securit**

| 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 and Voluntary (V) Code (Instr.8) | 5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) | 6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year) | 7. |
|---|---|---|---|---|---|---|---|
| | | | | Code \| V | | (DE) \| (ED) | |
| **Stock Options (Right to Buy)** | **$21.870** | **02/12/2003** | | **A** \| | **(A) 314,129.00** | **(1)** \| **02/12/2013** | **C** |

Explanation of Responses :

** 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.

## Form 4 (continued)

### FOOTNOTE Descriptions for J.P. Morgan Chas

**David A. Coulter**
**270 Park Avenue**

**New York, NY 10017**

**Explanation of responses:**

**(1) Vests annually in halves beginning January 25, 2005.**

**End of Filing**

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