J P MORGAN CHASE & CO

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 1/28/2003 For Period Ending 1/25/2003

Address	270 PARK AVE 39TH FL
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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 *
Layton, Donald H.

(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
January 25, 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	**01/25/2003**		**F** |	**7,836.0000** |	

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)	

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.

End of Filing

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