# J P MORGAN CHASE & CO

## FORM 8-K
(Current report filing)

Filed 10/22/07 for the Period Ending 10/18/07

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|---|---|
| Address | 270 PARK AVE<br>39TH FL<br>NEW YORK, NY 10017 |
| Telephone | 2122706000 |
| CIK | 0000019617 |
| Symbol | JPM |
| Fiscal Year | 12/31 |

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# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION
# WASHINGTON, DC 20549

# FORM 8-K

## CURRENT REPORT
## Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): October 18, 2007

# JPMORGAN CHASE & CO.

(Exact Name of Registrant
as Specified in Charter)

**DELAWARE**
(State or Other Jurisdiction of Incorporation)

**001-05805**
(Commission File Number)

**13-2624428**
(IRS Employer Identification No.)

**270 Park Avenue,**
**New York, NY**
(Address of Principal Executive Offices)

**10017**
(Zip Code)

Registrant's telephone number, including area code: **(212) 270-6000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

The following Exhibit is incorporated by reference into the Registration Statement on Form S-3ASR (333-130051) of JPMorgan Chase & Co. (the "Registrant") as an exhibit thereto and is filed as part of this Current Report.

8.1 Tax Opinion of Davis Polk & Wardwell relating to Bearish Auto Callable Knock-Out Notes Linked Inversely to the S&P 500 ® Index due November 24, 2008

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

JPMORGAN CHASE & CO.
(Registrant)

By: /s/ Neila B. Radin
Name: Neila B. Radin
Title: Senior Vice President

Dated: October 22, 2007

**EXHIBIT INDEX**

| Exhibit Number | Description |
|---|---|
| 8.1 | Tax Opinion of Davis Polk & Wardwell relating to Bearish Auto Callable Knock-Out Notes Linked Inversely to the S&P 500 ® Index due November 24, 2008 |

Exhibit 8.1

DAVIS POLK & WARDWELL
450 LEXINGTON AVENUE
NEW YORK, NEW YORK 10017

October 22, 2007

JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Ladies and Gentlemen:

We have acted as special tax counsel to JPMorgan Chase & Co., a corporation incorporated under the laws of Delaware (the "Company"), in connection with the preparation and filing of pricing supplement no. 749 dated October 18, 2007 relating t o Bearish Auto Callable Knock-Out Notes Linked Inversely to the S&P 500 ® Index due November 24, 2008 (the " Pricing Supplement") to product supplement no. 82-II dated June 14, 2007 relating to Bearish Auto Callable Knock-Out Notes Linked Inversely to the S&P 500 ® Index (the "Product Supplement") to a prospectus supplement dated October 12, 2006 (the "Prospectus Supplement") for the Company's Global Medium-Term Notes, Series E, Global Warrants, Series E and Global Units, Series E, relating to a prospectus dated December 1, 2005 (the "Prospectus") contained in the Company's Registration Statement on Form S-3ASR (Registration Statement No. 333-130051) (the "Registration Statement"). This opinion is being furnished in accordance with the requirements of Section 601(b)(8) of Regulation S-K of the Securities Act of 1933, as amended (the "Act").

In our opinion, the discussions under the heading "United States Federal Taxation" in the Prospectus Supplement, under the heading "Certain U.S. Federal Income Tax Consequences" in the Product Supplement and under the heading "Selected Purchase Considerations – Capital Gains Tax Treatment" in the Pricing Supplement , subject to the conditions and limitations described therein, set forth the material U.S. federal income tax considerations applicable generally to holders of the securities offered pursuant to the Pricing Supplement as a result of the ownership and disposition of such securities.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to us under the heading "United States Federal Taxation" in the Prospectus Supplement, under the heading "Certain U.S. Federal Income Tax Consequences" in the Product Supplement and under the heading "Selected Purchase Considerations – Capital Gains Tax Treatment" in the Pricing Supplement . By such consent we do not concede that we are an "expert" for the purposes of the Act.

Very truly yours,

/s/ Davis Polk & Wardwell