

LAYTON DONALD H  
Form 4  
February 14, 2003  
SEC Form 4

<b>FORM 4</b>  <input type="checkbox"/> 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)	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549  <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>  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	<b>OMB APPROVAL</b>  <hr/> OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: . . . . 0.5
1. Name and Address of Reporting Person* <b>Layton, Donald H.</b>  (Last) (First) (Middle) <b>270 Park Avenue</b>  (Street) <b>New York, NY 10017</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>J.P. Morgan Chase &amp; Co. JPM</b>  3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  4. Statement for Month/Day/Year <b>February 12, 2003</b>  5. If Amendment, Date of Original (Month/Day/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  ____ Director _____ 10% Owner <b>X</b> Officer _____ Other <b>Vice Chairman</b>  7. Individual or Joint/Group Filing (Check Applicable Line)  <b>X</b> 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 and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/12/2003		A	102,882.0000   A	611,350.8951	D	

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

(over)  
SEC 1474 (9-02)

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**Form 4 (continued)**

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

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exercise Price of Deri- vative 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. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transactions (Instr.4)	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr.4)	11. Nature of Indirect Beneficial Ownership (Instr.4)
<b>Stock Options (Right to Buy)</b>	<b>\$21.870</b>	<b>02/12/2003</b>		<b>A  </b>	<b>(A) 308,642.00</b>	<b>(1)   02/12/2013</b>	<b>Common Stock - 308,642.00</b>		<b>308,642.00</b>	<b>D</b>	

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).

**By: /s/ Anthony J. Horan**      **02-14-2003**

\*\* Signature of Reporting Person  
Date

Note: File three copies of this Form, one of which  
must be manually signed. If space is insufficient,

*see* Instruction 6 for procedure.

**Power of Attorney**

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Potential persons who are to respond to the collection  
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**Form 4 (continued)**

**FOOTNOTE Descriptions for J.P. Morgan Chase & Co. JPM**

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**Donald H. Layton  
270 Park Avenue**

**New York, NY 10017**

**Explanation of responses:**

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

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