

SECURITIES AND EXCHANGE COMMISSION

FORM 424B5

Prospectus filed pursuant to Rule 424(b)(5)

Filing Date: **2001-02-02**
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FILER

J P MORGAN CHASE & CO

CIK: **19617** | IRS No.: **132624428** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **424B5** | Act: **33** | File No.: **333-94393** | Film No.: **1524150**
SIC: **6021** National commercial banks

Mailing Address
270 PARK AVENUE
NEW YORK NY 10017

Business Address
270 PARK AVE
39TH FL
NEW YORK NY 10017
2122706000

Pricing Supplement No. 115L Dated January 29, 2001
(To Prospectus dated February 11, 2000 and
Prospectus Supplement dated February 11, 2000)

Rule 424(b) (5)
File No's. 333-94393

J.P. MORGAN CHASE & CO.
(formerly known as The Chase Manhattan Corporation)

Senior Medium-Term Notes, Series C
Due From Nine Months to Thirty Years from Date of Issue

Subordinated Medium Term Notes, Series A
Due From Nine Months to Thirty Years from Date of Issue

Principal Amount: \$1,000,000,000
Issue Price: 100%
Commission or Discount: \$1,000,000
Proceeds to Company: \$ 999,000,000

	Principal Amount
Agent	To be Purchased
CHASE SECURITIES INC.	\$980,000,000
THE WILLIAMS CAPITAL GROUP, L.P.	\$ 10,000,000
BARCLAYS CAPITAL, INC.	\$ 10,000,000

Agents' Capacity: As agent As principal
if as principal

The Notes are being offered at varying prices
relating to prevailing market prices at the time of sale.

The Notes are being offered at a fixed initial public
offering price equal to the Issue Price (as a
percentage of Principal Amount).

Original Issue Date: FEBRUARY 1, 2001
Stated Maturity: JANUARY 30, 2003

Form: Book-entry Certificated
Currency: U.S. Dollars

Fixed Rate Note:
Interest Rate:

Floating Rate Note: CD Commercial Paper Rate
Federal Fund Effective Rate
LIBOR Telerate LIBOR Reuters

Treasury Rate [] Prime Rate []
CMT []

Initial Interest Rate:

Interest Determination Dates: Two London business days
prior to interest reset dates.

Interest Payment Dates: The 30th day of January, April, July and
October, commencing April 30, 2001.

Interest Reset Dates: The 30th day of January, April, July and
October.

Index Maturity: 3 mo. LIBOR

Spread (+/-): +12.5 BP

Spread Multiplier:

Maximum Interest Rate: Minimum Interest Rate:

Optional Redemption: Yes [] No [X]

Other: On December 31, 2000, J.P. Morgan & Co. Incorporated
("J.P. Morgan") merged with and into The Chase Manhattan
Corporation ("Chase"). Upon completion of the merger,
Chase changed its name to J.P. Morgan Chase & Co.

The merger was accounted for as a pooling of interests.
As a result, financial information following completion
of the merger and incorporated by reference in the
prospectus and prospectus supplement to which this
pricing supplement is attached presents the combined
results of Chase and J.P. Morgan as if the merger had
been in effect for all periods presented.