

BEAR STEARNS COMPANIES INC

Form 425

April 16, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): **April 16, 2008**  
**JPMORGAN CHASE & CO.**  
(Exact name of registrant as specified in its charter)**

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

**1-5805**  
(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))
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EX-99.1: Earnings Release - First Quarter 2008 Results

EX-99.2: Earnings Release Financial Supplement - First Quarter 2008

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**Item 2.02 Results of Operations and Financial Condition**

On April 16, 2008, JPMorgan Chase & Co. ( JPMorgan Chase or the Firm ) reported 2008 first quarter net income of \$2.4 billion, or \$0.68 per share, compared with net income of \$4.8 billion, or \$1.34 per share, for the first quarter of 2007. A copy of the 2008 first quarter earnings release is attached hereto as Exhibit 99.1, and a copy of the earnings release financial supplement is attached hereto as Exhibit 99.2.

Each of the Exhibits provided with this Form 8-K shall be deemed to be filed for purposes of the Securities Exchange Act of 1934, as amended.

**Item 8.01 Other Events**

The information in Item 2.02 above is hereby incorporated by reference into this Item 8.01.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

Exhibit Number      Description of Exhibit

12.1                      JPMorgan Chase & Co. Computation of Ratio of Earnings to Fixed Charges

99.1                      JPMorgan Chase & Co. Earnings Release    First Quarter 2008 Results

99.2                      JPMorgan Chase & Co. Earnings Release Financial Supplement    First Quarter 2008

*This Current Report on Form 8-K (including the Exhibits hereto) contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are based upon the current beliefs and expectations of JPMorgan Chase's management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements. Factors that could cause JPMorgan Chase's results to differ materially from those described in the forward-looking statements can be found in JPMorgan Chase's 2007 Annual Report on Form 10-K for the year ended December 31, 2007 and its March 24, 2008 Current Report on Form 8-K, both filed with the Securities and Exchange Commission and available at the Securities and Exchange Commission's Internet site (<http://www.sec.gov>).*

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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/ Louis

Rauchenberger

Louis Rauchenberger

Managing Director and Controller

[Principal Accounting Officer]

Dated: April 16, 2008

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99.1	JPMorgan Chase & Co. Earnings Release First Quarter 2008 Results
99.2	JPMorgan Chase & Co. Earnings Release Financial Supplement First Quarter 2008