

FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

1245868

OMB APPROVAL table with OMB Number 3235-0076, Expires May 31, 2005, and estimated average burden of 16.00 hours per response.



FORM D

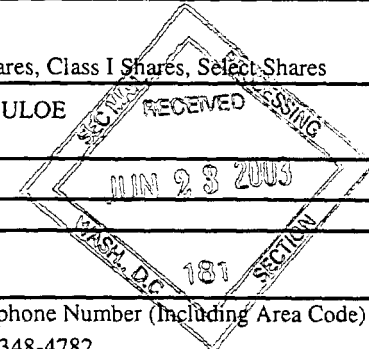
NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY table with fields for Prefix, Serial, and DATE RECEIVED.

Name of Offering (JPMorgan Mid Cap Value Fund), Rescission Offer of Class A Shares, Class I Shares, Select Shares. Filing Under (Rule 506 checked), Type of Filing (New Filing checked).

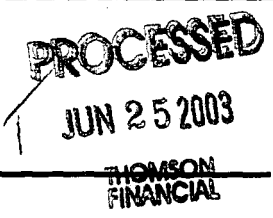
A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer. Name of Issuer (JPMorgan Mid Cap Value Fund), Address of Executive Offices (522 Fifth Avenue, New York, NY 10036), Telephone Number (800-348-4782).



Brief Description of Business (The Fund invests at least 80% of its assets in equity securities of companies with market capitalizations between \$1 billion and \$20 billion at the time of purchase). Type of Business Organization (other checked).

Actual or Estimated Date of Incorporation or Organization (08/97), Jurisdiction of Incorporation or Organization (MD).



1. GENERAL INSTRUCTIONS. Federal: Who Must File, When to File, Where to File, Copies Required, Information Required, Filing Fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Armstrong, William J.

Business or Residence Address (Number and Street, City, State, Zip Code)

522 Fifth Avenue, New York, New York 10036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Eppley, Jr., Roland R.

Business or Residence Address (Number and Street, City, State, Zip Code)

522 Fifth Avenue, New York, New York 10036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Gray, Ann Maynard

Business or Residence Address (Number and Street, City, State, Zip Code)

522 Fifth Avenue, New York, New York 10036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Healey, Matthew, Director & President of Board of Directors

Business or Residence Address (Number and Street, City, State, Zip Code)

522 Fifth Avenue, New York, New York 10036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Reid, III, Fergus, Director & Chairman of Board of Directors

Business or Residence Address (Number and Street, City, State, Zip Code)

522 Fifth Avenue, New York, New York 10036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Schonbachler, James J.

Business or Residence Address (Number and Street, City, State, Zip Code)

522 Fifth Avenue, New York, New York 10036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Higgins, Robert J.

Business or Residence Address (Number and Street, City, State, Zip Code)

522 Fifth Avenue, New York, New York 10036

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

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- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Goldstein, Dr. Matthew

Business or Residence Address (Number and Street, City, State, Zip Code)

522 Fifth Avenue, New York, New York 10036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Morton, Jr., William G.

Business or Residence Address (Number and Street, City, State, Zip Code)

522 Fifth Avenue, New York, New York 10036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Spalding, Leonard M.

Business or Residence Address (Number and Street, City, State, Zip Code)

522 Fifth Avenue, New York, New York 10036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Gatch, George

Business or Residence Address (Number and Street, City, State, Zip Code)

522 Fifth Avenue, New York, New York 10036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Wezdenko, David

Business or Residence Address (Number and Street, City, State, Zip Code)

522 Fifth Avenue, New York, New York 10036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Weinberg, Sharon

Business or Residence Address (Number and Street, City, State, Zip Code)

522 Fifth Avenue, New York, New York 10036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Chan, Wayne H.

Business or Residence Address (Number and Street, City, State, Zip Code)

522 Fifth Avenue, New York, New York 10036

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A. BASIC IDENTIFICATION DATA

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- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Ungerman, Stephen

Business or Residence Address (Number and Street, City, State, Zip Code)
522 Fifth Avenue, New York, New York 10036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Bartlett, Judy R.

Business or Residence Address (Number and Street, City, State, Zip Code)
522 Fifth Avenue, New York, New York 10036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Bertini, Joseph J.

Business or Residence Address (Number and Street, City, State, Zip Code)
522 Fifth Avenue, New York, New York 10036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Smith, Thomas J.

Business or Residence Address (Number and Street, City, State, Zip Code)
522 Fifth Avenue, New York, New York 10036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$2,500
3. Does the offering permit joint ownership of a single unit? Yes No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. **No commissions are being paid to the broker-dealer.**

Full Name (Last name first, if individual)
 J.P. Morgan Securities Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
 270 Park Avenue, New York, New York 10036

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA] X	[CO] X	[CT] X	[DE]	[DC]	[FL] X	[GA] X	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD] X	[MA]	[MI]	[MN] X	[MS]	[MO]
[MT]	[NE]	[NV] X	[NH]	[NJ] X	[NM]	[NY] X	[NC]	[ND]	[OH]	[OK] X	[OR]	[PA] X
[RI]	[SC]	[SD]	[TN]	[TX] X	[UT]	[VT] X	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify <u>Rescission Offer of Class A Shares, Class I Shares, Select Shares</u>)	\$ 7,355,741	\$ 7,355,741
Total	\$ 7,355,741	\$ 7,355,741

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	83	\$ 7,355,741
Non-accredited investors	0	\$ 0
Total (for filings under Rule 504 only)	83	\$ 7,355,741

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	----	\$ ----
Regulation A	----	\$ ----
Rule 504	----	\$ ----
Total	----	\$ ----

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ 0
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ *
Legal Fees	<input checked="" type="checkbox"/>	\$ *
Accounting Fees	<input checked="" type="checkbox"/>	\$ *
Engineering Fees	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ 0
Other Expenses (identify) _____	<input type="checkbox"/>	\$ 0
Total	<input checked="" type="checkbox"/>	\$ *

* All expenses incurred in connection with the Rescission Offer of the shares in this offering will be compensated to the Fund by J.P. Morgan Securities Inc. and/or J.P. Morgan Chase Bank pursuant to the terms of the Rescission Offer.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

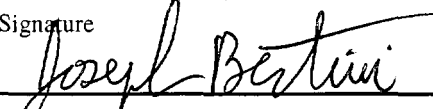
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ 7,355,741

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

		Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Purchase of real estate	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Repayment of indebtedness	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Working capital	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Other (specify): <u>compensatory payments to shareholders for shares that were previously redeemed and to rescind certain purchases of shares that are currently outstanding</u>	<input type="checkbox"/>	\$ <u>0</u>	<input checked="" type="checkbox"/>	\$ <u>7,355,741</u>
.....	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Column Totals	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Total Payments Listed (column totals added)			<input checked="" type="checkbox"/>	\$ <u>7,355,741</u>

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
JPMorgan Mid Cap Value Fund		June 10, 2003
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Joseph J. Bertini	Vice President of J.P. Morgan Fleming Mutual Fund Group on behalf of the Issuer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)