

For Internal Use Only		Submit 1 Original		OMB Approval No.:
Sec File No. 91 -		and 9 Copies		Expires:

Estimated average burden hours per response: 2.00

91-531

**UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION**  
 Washington, D.C. 20549  
**FORM 19b-4(e)**

SECURITIES AND EXCHANGE COMMISSION  
 RECEIVED  
 JUL 21 2005  
 DIVISION OF MARKET REGULATION

Information Required of a Self-Regulatory Organization Listing and Trading a New  
 Derivative Securities Product Pursuant to Rule 19b-4(e) Under the Securities Exchange Act of 1934

READ ALL INSTRUCTIONS PRIOR TO COMPLETING FORM

**Part I Initial Listing Report**

1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:

Pacific Exchange, Inc.

2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):

Citigroup Global Markets

3. Class of New Derivative Securities Product:

Index Linked Exchangeable Note



05060522

4. Name of Underlying Instrument:

Citigroup Global Markets \*\*% Stock Market Upturn Notes Based on the DJIA Exp. TBA

5. If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:

Not applicable.

PROCESSED

6. Ticker Symbol(s) of New Derivative Securities Product:

SMU

AUG 01 2005

7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:

AMEX

THOMSON  
FINANCIAL

8. Settlement Methodology of New Derivative Securities Product:

Regular way trades settle on T+3/Book entry only held in DTC.

THOMSON  
FINANCIAL

AUG 01 2005

9. Position Limits of New Derivative Securities Product (if applicable):

Not applicable.

PROCESSED

**Part II Execution**

The undersigned represents that the governing body of the above-referenced Self-Regulatory Organization has duly approved, or has duly delegated its approval to the undersigned for, the listing and trading of the above-referenced new derivative securities product according to its relevant trading rules, procedures, surveillance programs and listing standards.

Name of Official Responsible for Form:

Alden Adkins

Title:

S.V.P. Regulation

Telephone Number:

(415) 393-4037

Manual Signature of Official Responsible for Form:

*Alden Adkins* 1P  
7/19/05

Act Securities Exchange Act of 1934

Section 19b-4

Rule 19b-4(e)

Public Availability: JULY 21, 2005



SECURITIES AND EXCHANGE COMMISSION  
RECEIVED

JUL 21 2005

VIA FEDERAL EXPRESS

DIVISION OF MARKET REGULATION

July 19, 2005

Ms. Gayle Fortson  
Division of Market Regulation  
Securities and Exchange Commission  
100 F Street, N. E.  
Washington, D. C. 20549

SECURITIES AND EXCHANGE COMMISSION  
RECEIVED

JUL 20 2005

DIVISION OF MARKET REGULATION

Re: Form 19b-4(e)

Dear Ms. Fortson:

Enclosed for filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 and Rule 19b-4 thereunder, please find one original and nine copies of Form 19b-4(e) with respect to index-linked exchangeable notes. This form supersedes the Form 19b-4(e) submitted with respect to "SMU" on May 24, 2005.

If you have any questions or concerns, please do not hesitate to call me at (415) 393-4107.

Sincerely,

Tania J.C. Blanford  
Regulatory Policy

Enclosures

cc: Janet Angstadt (ARCA)  
Office of the Corporate Secretary (PCX, PCXE)

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Availability	JULY 21, 2005