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91-695

**U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 19b-4(e)**

Information Required of a Self-Regulatory Organization Listing and Trading 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 SECURITIES AND EXCHANGE COMMISSION

1. Name of Self-Regulatory Organization Listing New Derivative Securities Product: American Stock Exchange LLC. MAY 31 2006

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

3. Class of New Derivative Securities Product: Index-Linked Note

4. Name of Underlying Instrument: Nikkei 225 Index

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

6. Ticker Symbol(s) of New Derivative Product: NKD JUN 05 2006

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

The Nikkei 225® Index is currently based on 225 underlying stocks trading on the Tokyo Stock Exchange, and represents a broad cross-section of Japanese industry. All 225 of the underlying stock are listed on the First Section of the TSE, which are the most actively traded stocks on the TSE.

8. Settlement Methodology of New Derivative Securities Product: Cash settlement on regular-way trades on the American Stock Exchange and settled through the National Securities Clearing corporation ("NSCC") on T+3.

9. Position Limits of New Derivative Securities Product (if applicable): Not Applicable.

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: Dennis J. Meekins

Title: Vice President

Telephone Number: (212) 306-1302

Manual Signature of Official Responsible for Form:

Date: 05/30/06

Securities Exchange Act of 1934	
Section	19b-4
Rule	19b-4(e)
Public Availability:	MAY 31, 2006



**AMERICAN
STOCK EXCHANGE®**
Equities Options ETFs

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May 30, 2006

SECURITIES AND EXCHANGE COMMISSION
RECEIVED
MAY 31 2006
DIVISION OF MARKET REGULATION

**BY FACSIMILE AND OVERNIGHT COURIER
202/ 772-9273**

Securities and Exchange Commission
Division of Market Regulations
100 F. Street NE – Room 6628
Washington DC 20549
Attn: Gail Jackson – Paralegal Specialist

Re: Form 19b-4(e)

Dear Ms. Jackson:

The American Stock Exchange LLC hereby files Form 19b-4(e), with respect to the Citigroup Funding Inc. Stock Market Upturn Notes linked to the Nikkei 225 Index (SZN) and the Morgan Stanley Performance Leveraged Upside Securities linked to the Nikkei 225 Index (NKD) listed pursuant to the Amex Company Guide Section 107.

Sincerely,

Attachment

Securities Exchange Act of 1934	
Section	19b-4
Rule	19b-4(e)
Public	
Availability:	MAY 31, 2006