

091-035524M

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| <b>UNITED STATES</b><br><b>SECURITIES AND EXCHANGE COMMISSION</b><br>Washington, D.C. 20549<br><b>FORM 19b-4(e)</b>   |                               |  |
| <b>Information Required of a Self-Regulatory Organization Listing and Trading a New</b><br><b>Derivative Securities Product Pursuant to Rule 19b-4(e) Under the Securities Exchange Act of 1934</b>   |                               |  |
| <b>READ ALL INSTRUCTIONS PRIOR TO COMPLETING FORM</b>   |                               |  |
| <b>Part I</b>   | <b>Initial Listing Report</b> |  |
| 1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:  |                               |  |
| NYSE Arca, Inc.   |                               |  |
| 2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):   |                               |  |
| Corporation   |                               |  |
| 3. Class of New Derivative Securities Product:  |                               |  |
| Equity Index-Linked Securities  |                               |  |
| 4. Name of Underlying Instrument:   |                               |  |
| S&P 500® Index  |                               |  |
| 5. If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:   |                               |  |
| Broad-Based   |                               |  |
| 6. Ticker Symbol(s) of New Derivative Securities Product:   |                               |  |
| BUW   |                               |  |
| 7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:   |                               |  |
| New York Stock Exchange, Nasdaq Stock Market, American Stock Exchange   |                               |  |
| 8. Settlement Methodology of New Derivative Securities Product:   |                               |  |
| Regular way trades settle on T+3/Book entry only held in DTC.   |                               |  |
| 9. Position Limits of New Derivative Securities Product (if applicable):  |                               |  |
| Not applicable.   |                               |  |
| <b>Part II</b>  | <b>Execution</b>              |  |
| 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:  |                               | <b>PROCESSED</b><br>DEC 18 2008 <i>E</i><br><b>THOMSON REUTERS</b> |
| Mary Yeager   |                               |  |
| Title:  |                               |  |
| Corporate Secretary   |                               |  |
| Telephone Number:   |                               |  |
| (212) 656-2062  |                               |  |
| Manual Signature of Official Responsible for Form:  | Act                           | Securities Exchange Act of 1934                                    |
| <i>Mary Yeager</i>  | Section                       | 19b-4  |
| October 28, 2008  | Rule                          | 19b-4(e)   |
| SEC 2449 (1/99)   | Public Availability:          | OCT 30 2008  |

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Mary Yeager  
Corporate Secretary

NYSE Arca, Inc.  
11 Wall Street  
New York, NY 10005



NYSE Arca

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SEC / NY

tel: 212.656.2062  
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myeager@nyse.com

Via Overnight Mail

October 29, 2008

Ms. Gail Jackson  
US Securities and Exchange Commission  
Division of Market Regulation  
Station Place – Building I  
100 F Street, N.E. – Room 6628  
Washington, DC 20549

**Re: Form 19b-4(e) – Citigroup Funding Inc.**

Dear Ms. Jackson:

Enclosed for filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 and Rule 19b-4 thereunder, please find an original and nine copies of Form 19b-4(e) with respect to the following securities:

- Citigroup Funding Inc., Inc., Buffer Notes Based Upon the S&P 500<sup>®</sup> Index Due November 8, 2010 (Ticker Symbol BUW);

If you have any questions, please do not hesitate to call me at (212) 656-2062.

Sincerely,



Enclosures

Cc: Tim Malinowski (NYSE Euronext)

|                      |                                 |
|----------------------|---------------------------------|
| Act                  | Securities Exchange Act of 1934 |
| Section              | 19b-4                           |
| Rule                 | 19b-4(e)                        |
| Public Availability: | OCT 30 2008                     |

**END**