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

OMB APPROVAL	
OMB Number:	3235-0504
Expires:	July 31, 2001
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FORM 19b-4(e)

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

- Name of Self-Regulatory Organization Listing New Derivative Securities Product:
Chicago Stock Exchange
- Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):
Trust
- Class of New Derivative Securities Product: Shares representing units of fractional undivided beneficial interest in and ownership of the trust
- Name of Underlying Instrument:
Dow Jones U.S. Utilities Index
- If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:
Broad
- Ticker Symbol(s) of New Derivative Securities Product:
UPW
- Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:
Various
- Settlement Methodology of New Derivative Securities Product:
See Prospectus
- Position Limits of New Derivative Securities Product (if applicable):
See Prospectus

PROCESSED

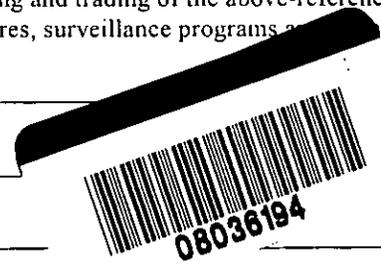
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Part II Execution

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 reporting standards.

Name of Official Responsible for Form:
James Ongena
Title:
Vice President and Associate General Counsel
Telephone Number:
312-663-2937



Manual Signature of Official Responsible for Form:

J Ongena
Date:
11/18/08

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	NOV 20 2008



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SEC / MR

November 18, 2008

BY OVERNIGHT MAIL

Ms. Nancy J. Sanow
Division of Trading and Markets
Securities and Exchange Commission
450 Fifth Street N.W.
Washington, D.C. 20549-1001

Re: Form 19b-4(e) for ProShares Trusts

Dear Ms. Sanow:

Pursuant to Rule 19b-4(e) of the Securities Exchange Act of 1934, I enclose for filing an original and nine copies of the Forms 19b-4(e) relating to the forty (40) ProShares Trusts.

If you have any questions about this filing, please contact me at (312) 663-2937.

Sincerely,

James Ongena
Associate General Counsel

Enclosures

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	NOV 20 2008

END