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

# 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**

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.):

**Open-end Management Investment Company**

3. Class of New Derivative Securities Product:

**Investment Company Units**

4. Name of Underlying Instrument:

**Dow Jones Industrial Average**

08036335

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:

**PSQ**

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

**Nasdaq Stock Market**

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.**

**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:

**Mary Yeager**

PROCESSED
JAN 07 2009
THOMSON REUTERS

Title:

**Corporate Secretary**

Telephone Number:

**(212) 656-2062**

Manual Signature of Official Responsible for Form:

**November 12, 2008**

| | |
|---|---|
| Act | ~~Securities Exchange Act of 1934~~ |
| Section | 19b-4 |
| Rule | 19b-4(c) |
| Public Availability: | NOV 14 2008 |

SEC 2449 (1/99)

**Mary Yeager**
*Corporate Secretary*

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

tel: 212.656.2062
fax: 212.656.3939
myeager@nyse.com

NYSE Arca.

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**Via Overnight Mail**

November 13, 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

| | |
|---|---|
| Act | Securities Exchange Act of 1934 |
| Section | 19b-4 |
| Rule | 19b-4(e) |
| Public Availability: | NOV 1 4 2008 |

**Re: Form 19b-4(e) – ProShares Trust**

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:

- ProShares Trust, ProShares Short MSCI Emerging Markets (Ticker Symbol EUM);
- ProShares Trust, ProShares UltraShort MSCI Emerging Markets (Ticker Symbol EEV);
- ProShares Trust, ProShares Short Dow30 (Ticker Symbol DOG);
- ProShares Trust, ProShares Short MidCap400 (Ticker Symbol MYY);
- ProShares Trust, ProShares Short S&P500 (Ticker Symbol SH);
- ProShares Trust, ProShares Ultra MidCap400 (Ticker Symbol MVV);
- ProShares Trust, ProShares Ultra QQQ (Ticker Symbol QLD);
- ProShares Trust, ProShares UltraShort MidCap400 (Ticker Symbol MZZ);
- ProShares Trust, ProShares UltraShort QQQ (Ticker Symbol QID);
- ProShares Trust, ProShares Short Russell2000 (Ticker Symbol RWM);
- ProShares Trust, ProShares Short SmallCap600 (Ticker Symbol SBB);
- ProShares Trust, ProShares Ultra Russell2000 (Ticker Symbol UWM);
- ProShares Trust, ProShares Ultra SmallCap600 (Ticker Symbol SAA);
- ProShares Trust, ProShares UltraShort Russell2000 (Ticker Symbol TWM);
- ProShares Trust, ProShares UltraShort SmallCap600 (Ticker Symbol SDD);
- ProShares Trust, ProShares Ultra Consumer Goods (Ticker Symbol UGE);
- ProShares Trust, ProShares Ultra Health Care (Ticker Symbol RXL);
- ProShares Trust, ProShares Ultra Oil & Gas (Ticker Symbol DIG);
- ProShares Trust, ProShares Ultra Semiconductors (Ticker Symbol USD);

- ProShares Trust, ProShares Ultra Utilities (Ticker Symbol UPW);
- ProShares Trust, ProShares UltraShort Consumer Goods (Ticker Symbol SZK);
- ProShares Trust, ProShares UltraShort Health Care (Ticker Symbol RXD);
- ProShares Trust, ProShares UltraShort Oil & Gas (Ticker Symbol DUG);
- ProShares Trust, ProShares UltraShort Semiconductors (Ticker Symbol SSG);
- ProShares Trust, ProShares UltraShort Utilities (Ticker Symbol SDP);
- ProShares Trust, ProShares Ultra Russell MidCap Growth (Ticker Symbol UKW);
- ProShares Trust, ProShares Ultra Russell MidCap Value (Ticker Symbol UVU);
- ProShares Trust, ProShares Ultra Russell1000 Growth (Ticker Symbol UKF);
- ProShares Trust, ProShares Ultra Russell1000 Value (Ticker Symbol UVG);
- ProShares Trust, ProShares Ultra Russell2000 Growth (Ticker Symbol UKK);
- ProShares Trust, ProShares Ultra Russell2000 Value (Ticker Symbol UVT);
- ProShares Trust, ProShares UltraShort Russell MidCap Growth (Ticker Symbol SDK);
- ProShares Trust, ProShares UltraShort Russell MidCap Value (Ticker Symbol SJL);
- ProShares Trust, ProShares UltraShort Russell1000 Growth (Ticker Symbol SFK);
- ProShares Trust, ProShares UltraShort Russell1000 Value (Ticker Symbol SJF);
- ProShares Trust, ProShares UltraShort Russell2000 Growth (Ticker Symbol SKK);
- ProShares Trust, ProShares UltraShort Russell2000 Value (Ticker Symbol SJH);
- ProShares Trust, ProShares UltraShort MSCI Japan (Ticker Symbol EWV);
- ProShares Trust, ProShares Ultra Telecommunications (Ticker Symbol LTL);
- ProShares Trust, ProShares UltraShort Telecommunications (Ticker Symbol TLL);
- ProShares Trust, ProShares UltraShort Lehman 20+ Year Treasury (Ticker Symbol TBT);
- ProShares Trust, ProShares UltraShort Lehman 7-10 Year Treasury (Ticker Symbol PST);
- ProShares Trust, ProShares Ultra S&P500 (Ticker Symbol SSO);
- ProShares Trust, ProShares UltraShort S&P500 (Ticker Symbol SDS);
- ProShares Trust, ProShares Ultra Basic Materials (Ticker Symbol UYM);
- ProShares Trust, ProShares Ultra Consumer Services (Ticker Symbol UCC);
- ProShares Trust, ProShares Ultra Financials (Ticker Symbol UYG);
- ProShares Trust, ProShares Ultra Industrials (Ticker Symbol UXI);
- ProShares Trust, ProShares Ultra Real Estate (Ticker Symbol URE);
- ProShares Trust, ProShares Ultra Technology (Ticker Symbol ROM);
- ProShares Trust, ProShares UltraShort Basic Materials (Ticker Symbol SMN);
- ProShares Trust, ProShares UltraShort Consumer Services (Ticker Symbol SCC);
- ProShares Trust, ProShares UltraShort Financials (Ticker Symbol SKF);
- ProShares Trust, ProShares UltraShort Industrials (Ticker Symbol SIJ);
- ProShares Trust, ProShares UltraShort Real Estate (Ticker Symbol SRS);
- ProShares Trust, ProShares UltraShort Technology (Ticker Symbol REW);
- ProShares Trust, ProShares UltraShort FTSE/Xinhua China 25 (Ticker Symbol FXP);

- ProShares Trust, ProShares Short Financials (Ticker Symbol SEF);
- ProShares Trust, ProShares Short Oil & Gas (Ticker Symbol DDG);
- ProShares Trust, ProShares Short QQQ (Ticker Symbol PSQ);
- ProShares Trust, ProShares Ultra Dow30 (Ticker Symbol DDM);
- ProShares Trust, ProShares UltraShort Dow30 (Ticker Symbol DXD);
- ProShares Trust, ProShares Short MSCI EAFE (Ticker Symbol EEZ); and
- ProShares Trust, ProShares UltraShort MSCI EAFE (Ticker Symbol EFU).

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

Sincerely,

Enclosures

Cc: Tim Malinowski (NYSE Euronext)

END