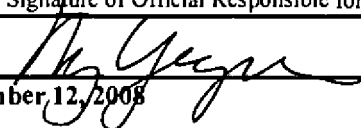


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|                                                                                                                                                                                                                                                                                                                                                                           |          |                                   |                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-----------------------------------|-------------------|
| For Internal Use Only                                                                                                                                                                                                                                                                                                                                                     | RECEIVED | Submit 1 Original<br>and 9 Copies | OMB Approval No.: |
| Sec File No. 91 -                                                                                                                                                                                                                                                                                                                                                         |          |                                   | Expires:          |
| Estimated average burden hours per response: 2.00                                                                                                                                                                                                                                                                                                                         |          |                                   |                   |
| 2008 NOV 14 PM 2:12<br>SEC 7 111                                                                                                                                                                                                                                                                                                                                          |          |                                   |                   |
| UNITED STATES<br>SECURITIES AND EXCHANGE COMMISSION<br>Washington, D.C. 20549<br>FORM 19b-4(e)                                                                                                                                                                                                                                                                            |          |                                   |                   |
| Information Required of a Self-Regulatory Organization Listing and Trading a New<br>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:                                                                                                                                                                                                                                                                                                                                         |          |                                   |                   |
| S&P SmallCap 600 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:                                                                                                                                                                                                                                                                                                                 |          |                                   |                   |
| SAA                                                                                                                                                                                                                                                                                                                                                                       |          |                                   |                   |
| 7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:                                                                                                                                                                                                                                                                                       |          |                                   |                   |
| New York Stock Exchange, Nasdaq Stock Market, NYSE Alternext US                                                                                                                                                                                                                                                                                                           |          |                                   |                   |
| 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                                                                                                                                                                                                                                                                                                                                                               |          |                                   |                   |
| Title:                                                                                                                                                                                                                                                                                                                                                                    |          |                                   |                   |
| Corporate Secretary                                                                                                                                                                                                                                                                                                                                                       |          |                                   |                   |
| Telephone Number:                                                                                                                                                                                                                                                                                                                                                         |          |                                   |                   |
| (212) 656-2062                                                                                                                                                                                                                                                                                                                                                            |          |                                   |                   |
| Manual Signature of Official Responsible for Form:                                                                                                                                                                                                                                                                                                                        |          |                                   |                   |
|                                                                                                                                                                                                                                                                                        |          |                                   |                   |
| November 12, 2008                                                                                                                                                                                                                                                                                                                                                         |          |                                   |                   |
| SEC 2449 (1/99)                                                                                                                                                                                                                                                                                                                                                           |          |                                   |                   |
| Act                                                                                                                                                                                                                                                                                                                                                                       |          | Securities Exchange Act of 1934   |                   |
| Section                                                                                                                                                                                                                                                                                                                                                                   |          | 19b-4                             |                   |
| Rule                                                                                                                                                                                                                                                                                                                                                                      |          | 19b-4(e)                          |                   |
| Public Availability:                                                                                                                                                                                                                                                                                                                                                      |          | NOV 14 2008                       |                   |



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THOMSON REUTERS

Mary Yeager  
Corporate Secretary

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



**NYSE Arca**

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SEC / NR

tel: 212.656.2062  
fax: 212.656.3939  
myeager@nyse.com

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 14 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);

Gail Jackson  
Division of Market Regulation  
November 13, 2008  
Page 2 of 2

- 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