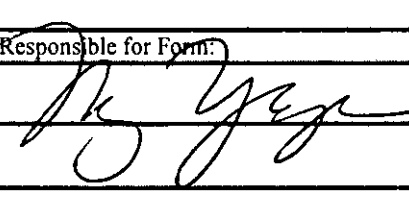


091-03981-10

|                                                                                                                                                                                                                                                                                                                                                                           |                   |                                                                                                  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------------------------------------------------------------------------------|
| For Internal Use Only                                                                                                                                                                                                                                                                                                                                                     | Submit 1 Original | OMB Approval No.:                                                                                |
| Sec File No. 91 -                                                                                                                                                                                                                                                                                                                                                         | and 9 Copies      | Expires:                                                                                         |
| Estimated average burden hours per response: 2.00                                                                                                                                                                                                                                                                                                                         |                   |                                                                                                  |
| <b>UNITED STATES</b><br><b>SECURITIES AND EXCHANGE COMMISSION</b><br>Washington, D.C. 20549<br><b>FORM 19b-4(e)</b>                                                                                                                                                                                                                                                       |                   |                                                                                                  |
| 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                                                                                                                                                                                     |                   |                                                                                                  |
| <b>READ ALL INSTRUCTIONS PRIOR TO COMPLETING FORM</b>                                                                                                                                                                                                                                                                                                                     |                   |                                                                                                  |
| <b>Part I 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:                                                                                                                                                                                                                                                                                                                 |                   |                                                                                                  |
| BLM                                                                                                                                                                                                                                                                                                                                                                       |                   |                                                                                                  |
| 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.                                                                                                                                                                                                                                                                                                                                                           |                   |                                                                                                  |
| <b>Part II 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:                                                                                                                                                                                                                                                                                                                                    |                   |                                                                                                  |
| Mary Yeager                                                                                                                                                                                                                                                                                                                                                               |                   |                                                                                                  |
| Title:                                                                                                                                                                                                                                                                                                                                                                    |                   |                                                                                                  |
| Corporate Secretary                                                                                                                                                                                                                                                                                                                                                       |                   |                                                                                                  |
| Telephone Number:                                                                                                                                                                                                                                                                                                                                                         |                   |                                                                                                  |
| (212) 656-2062                                                                                                                                                                                                                                                                                                                                                            |                   |                                                                                                  |
| Manual Signature of Official Responsible for Form:                                                                                                                                                                                                                                                                                                                        |                   |                                                                                                  |
|                                                                                                                                                                                                                                                                                        |                   |                                                                                                  |
| November 24, 2008                                                                                                                                                                                                                                                                                                                                                         |                   |                                                                                                  |
| <b>PROCESSED</b><br>FEB 05 2009<br><b>THOMSON REUTERS</b>                                                                                                                                                                                                                                                                                                                 |                   |                                                                                                  |
| SEC 2449 (1/99)                                                                                                                                                                                                                                                                                                                                                           |                   | Act Securities Exchange Act of 1934<br>Section 19b-4<br>Rule 19b-4(c)<br>Public<br>Availability: |

Mary Yeager  
Corporate Secretary

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



SECURITIES AND EXCHANGE COMMISSION

RECEIVED

NOV 26 2008

tel: 212.656.2062  
fax: 212.656.3939  
myeager@nyse.com

Via Overnight Mail

DIVISION OF MARKET REGULATION

November 24, 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 26 2008                     |

**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:

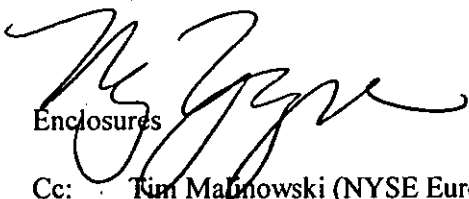
- Citigroup Funding Inc., Stock Market Upturn Notes Based Upon the MSCI EAFE Index due on September 4, 2009 (Ticker Symbol SPU);
- Citigroup Funding Inc., Principal-Protected Equity Linked Notes Based Upon the MSCI EAFE Index<sup>®</sup> due December 7, 2009 (Ticker Symbol PPI);
- Citigroup Funding Inc., StockMarket Upturn Notes Based Upon the Nikkei 225 Stock Average due on December 4, 2008 (Ticker Symbol SZF);
- Citigroup Funding Inc., 1.75% Principal-Protected Equity Linked Notes<sup>SM</sup> Based Upon the Nikkei 225 Stock Average due on May 29, 2009 (Ticker Symbol PFT);
- Citigroup Funding Inc., StockMarket Upturn Notes Based Upon the Dow Jones EURO STOXX 50 Index due on February 6, 2009 (Ticker Symbol SOG);
- Citigroup Funding Inc., Index LeAging StockmarkEt Return Securities Based Upon the Dow Jones EURO STOXX 50 Index<sup>SM</sup> due March 30, 2009 (Ticker Symbol IDJ);
- Citigroup Funding Inc., Index LeAging StockmarkEt Return Securities Based Upon the U.S.-Europe-Japan Basket due February 25, 2010 (Ticker Symbol IBF);
- Citigroup Funding Inc., Index LeAging StockmarkEt Return Securities Based Upon the U.S.-Europe-Japan Basket due February 04, 2009 (Ticker Symbol SJP);
- Citigroup Funding Inc., StockMarket Upturn Notes Based Upon the S&P 500 Index due on May 7, 2009 (Ticker Symbol SVE);
- Citigroup Funding Inc., StockMarket Upturn Notes Based Upon the S&P 500 Index due on October 6, 2009 (Ticker Symbol SRU);
- Citigroup Funding Inc., StockMarket Upturn Notes Based Upon the S&P 500 Index due on December 4, 2008 (Ticker Symbol SKL);
- Citigroup Funding Inc., Portfolio Income Strategic Opportunity Notes ("PISTONS<sup>SM</sup>") Based Upon the CBOE S&P 500 BuyWrite Index due on September 23, 2010 (Ticker Symbol PBN);

Gail Jackson  
Division of Market Regulation  
November 24, 2008  
Page 2 of 2

- Citigroup Funding Inc., Buffer Notes based upon the S&P 500 Index due March 5, 2010 (Ticker Symbol BLM);
- Citigroup Funding Inc., Buffer Notes based upon the S&P 500 Index due February 4, 2010 (Ticker Symbol BPD);
- Citigroup Funding Inc., Index LeAding StockmarkEt Return Securities ("LASERS") Based Upon the S&P 500® Index due January 27, 2010 (Ticker Symbol IEL);
- Citigroup Funding Inc., Principal-Protected Equity Linked Notes Based Upon the S&P 500® Index With Potential Supplemental Interest at Maturity due December 30, 2008 (Ticker Symbol PTS);
- Citigroup Funding Inc., Strategic Market Access Notes based upon the Citi U.S. Equity Model Index due May 25, 2011 (Ticker Symbol CKK);
- Citigroup Funding Inc., Principal-Protected Notes Equity Linked Notes Based Upon the S&P 100 Index due on April 29, 2010 (Ticker Symbol PCO);
- Citigroup Funding Inc., Principal-Protected Equity Linked Notes Based Upon the Russell 1000 Growth Index due on March 2, 2009 (Ticker Symbol PLR);
- Citigroup Funding Inc., Buffer Notes Based Upon the Dow Jones Industrial Average due May 7, 2010 (Ticker Symbol BUN);
- Citigroup Funding Inc., Principal-Protected Equity Linked Notes Based Upon the Dow Jones Industrial Average due on January 25, 2010 (Ticker Symbol PPJ);
- Citigroup Funding Inc., 2% Principal-Protected Equity Linked Notes Based Upon the Dow Jones Industrial Average due on August 25, 2010 (Ticker Symbol PDD);
- Citigroup Funding Inc., 2.5% Principal-Protected Equity Linked Notes Based Upon the Dow Jones Global Titans 50 Index due on October 28, 2010 (Ticker Symbol PNJ).

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

Sincerely,



Enclosures

Cc: Tim Malnowski (NYSE Euronext)

END