091-03989-MS

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REGULATION

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.):

Corporation

3. Class of New Derivative Securities Product:

Equity Index-Linked Securities

4. Name of Underlying Instrument:

Dow Jones Industrial Average

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:

PDD

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

New York Stock Exchange, 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

Title:

Corporate Secretary

Telephone Number:

(212) 656-2062

Manual Signature of Official Responsible for Form:

November 24, 2008

PROCESSED
FEB 05 2009
THOMSON REUTERS

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	NOV 2 6 2008

SEC 2449 (1/99)

Mary Yeager
Corporate Secretary

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SECURITIES AND EXCHANGE COMMISSION
RECEIVED
NOV 2 6 2008
DIVISION OF MARKET REGULATION

Via Overnight Mail

November 24, 2008

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(g)
Public Availability:	NOV 2 6 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., 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® 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℠ 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 LeAding StockmarkEt Return Securities Based Upon the Dow Jones EURO STOXX 50 Index℠ due March 30, 2009 (Ticker Symbol IDJ);
- Citigroup Funding Inc., Index LeAding StockmarkEt Return Securities Based Upon the U.S.-Europe-Japan Basket due February 25, 2010 (Ticker Symbol IBF);
- Citigroup Funding Inc., Index LeAding 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℠") Based Upon the CBOE S&P 500 BuyWrite Index due on September 23, 2010 (Ticker Symbol PBN);

- 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 Malinowski (NYSE Euronext)

END