

January 20, 2009

091-05457 *JK*

For Internal Use Only

Submit 1 Original
and 9 Copies

Sec File No. 9-

OMB APPROVAL

OMB Number: 3235-0504
Expires: July 31, 2004
Estimated average burden
hours per response: 2.00

JAN 22 2009

DIVISION OF MARKET 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



09051305

1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:
NASDAQ OMX BX, Inc. (traded pursuant to unlisted trading privileges)

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:
Exchange Traded Fund

4. Name of Underlying Instrument:
ProShares UltraShort Lehman 20 Year Treasury

5. If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:
Narrow-based

6. Ticker Symbol(s) of New Derivative Securities Product:
TBT

7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:
Listed on: CME Group, OTC, Interbank Mkt

8. Settlement Methodology of New Derivative Securities Product:
Regular way trades settle on T + 3 (cash settled)

9. Position Limits of New Derivative Securities Product (if applicable):
N/A

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:
John A. Zecca

Title:
Chief Regulatory Officer

Telephone Number:
+1 301 978-8498

Manual Signature of Official Responsible for Form:

Date: **January 20, 2009**

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	JAN 22 2009