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SECURITIES AND EXCHANGE COMMISSION  
JUL 28 2009  
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**



09051857

- Name of Self-Regulatory Organization Listing New Derivative Securities Product:  
Chicago Stock Exchange
- Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):  
Trust
- Class of New Derivative Securities Product:  
ownership of the trust
- Name of Underlying Instrument:  
ProShares UltraPro S&P 500
- If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:  
Broad
- Ticker Symbol(s) of New Derivative Securities Product:  
UPRO
- Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:  
various
- Settlement Methodology of New Derivative Securities Product:  
see Prospectus
- Position Limits of New Derivative Securities Product (if applicable):  
see Prospectus

**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:

James Ongena

Title:

Vice President and Associate General Counsel

Telephone Number:

312 663 2937

Manual Signature of Official Responsible for Form:

Date: 07/24/09

<b>Act</b>	<b>Securities Exchange Act of 1934</b>
<b>Section</b>	<b>19b-4</b>
<b>Rule</b>	<b>19b-4(e)</b>
<b>Public Availability:</b>	<b>JUL 28 2009</b>



Chicago Stock Exchange

SECURITIES AND EXCHANGE COMMISSION

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July 24, 2009

DIVISION OF MARKET

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Washington, DC  
121

**BY U.S. MAIL**

Division of Trading and Markets  
Securities and Exchange Commission  
100 F Street N.E.  
Washington, D.C. 20549

**Re: Form 19b-4(e) for ProShares ETFs**

Dear SEC Staff:

Pursuant to Rule 19b-4(e) of the Securities Exchange Act of 1934, I enclose for filing an original and nine copies of the Forms 19b-4(e) relating to two (2) ProShares Funds.

If you have any questions about this filing, please contact me at (312) 663-2937.

Sincerely,

James Ongena  
Associate General Counsel

Enclosures

<b>Act</b>	<b>Securities Exchange Act of 1934</b>
<b>Section</b>	<b>19b-4</b>
<b>Rule</b>	<b>19b-4(e)</b>
<b>Public Availability:</b>	<b>JUL 28 2009</b>

Chicago Stock Exchange, Incorporated

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