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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SEC / TM

**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



10045543

**Part I Initial Listing Report**

- Name of Self-Regulatory Organization Listing New Derivative Securities Product:  
**Chicago Board Options Exchange**
- Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):  
**Broker-Dealer**
- Class of New Derivative Securities Product:  
**Exchange-Traded Fund**
- 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-Based**
- Ticker Symbol(s) of New Derivative Securities Product:  
**UPRO**
- Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:  
**NASDAQ/NYSE**
- Settlement Methodology of New Derivative Securities Product:  
**Not Applicable**
- 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:  
**Angelo Evangelou**

Title:  
**Assistant General Counsel**

Telephone Number:  
**(312) 786-7464**

Manual Signature of Official Responsible for Form:  
*[Signature]*

Date: **11/20/09**

<b>Act</b>	Securities Exchange Act of 1934
<b>Section</b>	19b-4
<b>Rule</b>	19b-4(e)
<b>Public</b>	
<b>Availability:</b>	<b>NOV 30 2009</b>

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