

091-13382

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**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.



11032734

2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):

Corporation

3. Class of New Derivative Securities Product:

Index-Linked Securities

4. Name of Underlying Instrument:

Dow Jones—UBS Crude Oil Subindex

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:

BOIL

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

NYMEX

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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:

Janet McGinness

Title:

Corporate Secretary

Telephone Number:

(212) 656-2920

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	OCT 3 1 2011

Manual Signature of Official Responsible for Form:

Janet McGinness

October 28, 2011

Janet McGinness
Corporate Secretary

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



tel: 212.656.2039
fax: 212.656.8101
jmcginness@nyx.com

Via Overnight Mail

October 28, 2011

Ms. Gail Jackson
US Securities and Exchange Commission
Division of Trading and Markets
Station Place – Building I
100 F Street, N.E. – Room 6628
Washington, DC 20549

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DIVISION OF TRADING & MARKETS

Re: **Forms 19b-4(e) – ProShares Ultra DJ-UBS Natural Gas and
ProShares UltraShort DJ-UBS Natural Gas**

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 security:

- ProShares Ultra DJ-UBS Natural Gas BOIL
- ProShares UltraShort DJ-UBS Natural Gas KOLD

If you have any questions, please do not hesitate to call me at (212) 656-2039.

Sincerely,

Enclosures

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OCT 27 2011

Act	Securities Exchange Act of 1934 DIVISION OF TRADING & MARKETS
Section	19b-4
Rule	19b-4(e)
Public Availability:	OCT 31 2011