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Estimated average burden hours per response: 4.00

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 19b-4(e)

RECEIVED  
MAR 30 2012

Information Required of a Self-Regulatory Organization Listing and Trading 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.):

Open-End Management Investment Company

3. Class of New Derivative Securities Product:

Investment Company Units

4. Name of Underlying Instrument:

Barclays Capital U.S. 20+ Year Treasury Bond Index

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:

TTT

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

Over the Counter

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) 656-2039

Manual Signature of Official Responsible for Form:

*Janet McGinness*

March 29, 2012

SEC 2449 (1/99)

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public	
Availability:	MAR 30 2012

Janet McGinness  
Corporate Secretary



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

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fax: 212.656.8101  
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SECURITIES AND EXCHANGE COMMISSION

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MAR 30 2012

DIVISION OF TRADING & MARKETS

**Via Overnight Mail**

March 29, 2012

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

**Re: ProShares UltraPro Short 20+ Year Treasury**

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:

**ProShares UltraPro Short 20+ Year Treasury                      TTT**

If you have any questions, please do not hesitate to call me at (212) 656-2920.

Sincerely,

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>MAR 30 2012</b>