

SECURITIES AND EXCHANGE COMMISSION

FORM 497J

Certification of no change in definitive materials under paragraph (j) of Securities Act Rule 497

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FILER

SMITH BARNEY APPRECIATION FUND INC

CIK: **89558** | IRS No.: **132653031** | State of Incorporation: **MD** | Fiscal Year End: **1231**
Type: **497J** | Act: **33** | File No.: **002-34576** | Film No.: **05791486**

Mailing Address
*125 BROAD STREET
10TH FLOOR
NEW YORK NY 10004*

Business Address
*CITIGROUP ASSET
MANAGEMENT
125 BROAD STREET, 10TH
FLOOR, MF-2
NEW YORK NY 10004
800-451-2010*

May 2, 2005

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Smith Barney Appreciation Fund Inc. (the "Fund")
Post-Effective Amendment No. 53
File Nos. 2-34576 and 811-1940

Dear Sirs:

Pursuant to Rule 497 (j) under the Securities Act of 1933, as amended, please accept this letter as certification that the Prospectus and Statement of Additional Information for the above referenced Registrant does not differ from that contained in Post-Effective Amendment No.53 filed on April 28, 2005.

Please return an electronic transmittal as evidence of your receipt of this filing.

Any questions regarding this filing should be directed to the undersigned at (203) 890-7044.

Very truly yours,

/s/ Michael Kocur
Michael Kocur
Assistant Secretary