

Winemiller Albert E
 Form 4
 May 17, 2010

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Winemiller Albert E

2. Issuer Name and Ticker or Trading Symbol
 PROS Holdings, Inc. [PRO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3100 MAIN STREET, SUITE 900
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/13/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President & CEO

HOUSTON, TX 77002

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|-----------|---|----------------|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/13/2010 | | M | | 50,000 | A | | \$ 7.72 | 50,000 | D | |
| | | | | | | | | <u>(1)</u> | | | |
| Common Stock | 05/13/2010 | | F | | 20,000 | D | | \$ 7.72 | 30,000 | D | |
| | | | | | | | | <u>(1)</u> | | | |
| Common Stock | 05/13/2010 | | G | | 15,000 | D | | \$ 0 | 15,000 | D | |
| | | | | | | | | <u>(2)</u> | | | |
| Common Stock | 05/13/2010 | | G | | 15,000 | A | | \$ 0 | 35,000 | I | Held by Spouse |
| | | | | | | | | <u>(2)</u> | | | |
| | | | | | | | | | 1,500,000 | I | |

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Common
Stock

Held by
Albert E.
Winemiller
Jr. 2006
Irrevocable
Trust ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | ⁽⁴⁾ | 05/13/2010 | | M | 50,000 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Winemiller Albert E 3100 MAIN STREET SUITE 900 HOUSTON, TX 77002 | X | | Chairman, President & CEO | |

Signatures

J. Scott McClendon, Attorney-in-fact for Albert E.
Winemiller

05/17/2010

 **Signature of Reporting Person

 Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The price represents the price of PROS Common stock at the close of market on May 13, 2010.
- (2) This transaction involved a gift of securities by the reporting person to his spouse, who shares reporting person's household.
- (3) The reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose.
- (4) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.
- (5) The original restricted stock unit grant was for 150,000 and vest annually, in equal installments, over a three year period commencing May 13, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.