

Winemiller Albert E  
 Form 4  
 February 16, 2011

# FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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)

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

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  10% Owner  
 \_\_\_\_ Other (specify below)

3100 MAIN STREET, SUITE 900

02/14/2011

Former Chief Executive Officer

(Street)

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

HOUSTON, TX 77002

(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   |
| Comon Stock                     | 02/14/2011                           |  | M                              |   | 1,000   | A  | \$ 11.35  |
| Common Stock                    | 02/14/2011                           |  | M                              |   | 4,000   | A  | \$ 11.36  |
| Common Stock                    | 02/14/2011                           |  | S                              |   | 1,000   | D  | \$ 11.35  |
| Common Stock                    | 02/14/2011                           |  | S                              |   | 4,000   | D  | \$ 11.36  |
| Common Stock                    |                                      |  |                                |   |   |  |   |
| Common Stock                    |                                      |  |                                |   | 35,000  | I  | Held by Spouse  |

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|                 |           |   |   |
|-----------------|-----------|---|---|
| Common<br>Stock | 1,500,000 | I | Held by<br>Albert E.<br>Winemiller<br>Jr. 2006<br>Irrevocable<br>Trust <sup>(1)</sup> |
|-----------------|-----------|---|---|

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 |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         |
| Employee Stock Option (Right to buy) <sup>(2)</sup> | \$ 6   | 02/14/2011                           |  | M                              | 1,000   | <u>(3)</u> 04/01/2017                                    | Common Stock  | 1,000                         |
| Employee Stock Option (Right to buy) <sup>(2)</sup> | \$ 6   | 02/14/2011                           |  | M                              | 4,000   | <u>(3)</u> 04/01/2017                                    | Common Stock  | 4,000                         |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Winemiller Albert E  
3100 MAIN STREET  
SUITE 900  
HOUSTON, TX 77002

Former Chief Executive Officer

## Signatures

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

02/16/2011

\_\_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 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.
- (2) Stock option grant under PROS Holdings 2007 Equity Incentive Plan.
- (3) This option grant was awarded on April 2, 2007. Subject to the reporting person's employment agreement, this option grant fully vested upon his termination.

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.