

Reiner Andres  
Form 4  
March 17, 2010

**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 \*  
Reiner Andres

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

HOUSTON, TX 77002

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/13/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/13/2010		M		8,333	A	9.16 <u>(1)</u>
Common Stock	03/13/2010		F		2,204	D	9.16 <u>(1)</u>

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

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SEC 1474  
(9-02)

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**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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(2)	03/13/2010		M	8,333	(3) (3)	Common Stock	8,333

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reiner Andres 3100 MAIN STREET SUITE 900 HOUSTON, TX 77002			Executive Vice President	

## Signatures

J. Scott McClendon, Attorney-in-fact for Andres Reiner  
 Signature: \_\_\_\_\_ Date: 03/17/2010

## 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 March 15, 2010.
- (2) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.
- (3) The original restricted stock unit grant was for 25,000 and vest annually, in equal installments, over a three year period commencing March 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. \*\*">\*\*Signature of Reporting Person Date

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- (1) These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the spouse of the reporting person.  
Represents the weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$12.40 to \$12.67,
- (2) inclusive. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) These shares are held by the Michael G. Kauffman 2016 Qualified Annuity Interest Trust.
- (4) These shares are held by the Sharon Shacham 2016 Qualified Annuity Interest Trust.
- (5) This option, representing a right to purchase a specified number of shares, vested as to 25% of the shares on December 12, 2012, and the remaining 75% vested in 36 equal monthly installments thereafter.

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