

Robinson Jeff
Form 4
June 11, 2009

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 *
Robinson Jeff

(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)
06/05/2009

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)

Sr. VP Pricing Solutions

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	06/08/2009		M		6,250	A	\$ 0.43
Common Stock	06/05/2009		M		5,625	A	\$ 0.65
Common Stock	06/08/2009		S ⁽¹⁾		3,200	D	\$ 6.81
Common Stock	06/08/2009		S ⁽¹⁾		100	D	\$ 6.81
Common Stock	06/08/2009		S ⁽¹⁾		400	D	\$ 6.82

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Common Stock	06/08/2009	<u>S(1)</u>	100	D	\$ 6.82	20,082	D
Common Stock	06/08/2009	<u>S(1)</u>	200	D	\$ 6.84	19,882	D
Common Stock	06/08/2009	<u>S(1)</u>	200	D	\$ 6.87	19,682	D
Common Stock	06/08/2009	<u>S(1)</u>	50	D	\$ 6.88	19,632	D
Common Stock	06/08/2009	<u>S(1)</u>	100	D	\$ 6.9	19,532	D
Common Stock	06/08/2009	<u>S(1)</u>	100	D	\$ 6.91	19,432	D
Common Stock	06/08/2009	<u>S(1)</u>	600	D	\$ 6.95	18,832	D
Common Stock	06/08/2009	<u>S(1)</u>	301	D	\$ 6.97	18,531	D
Common Stock	06/08/2009	<u>S(1)</u>	799	D	\$ 7.01	17,732	D
Common Stock	06/08/2009	<u>S(1)</u>	100	D	\$ 7.01	17,632	D
Common Stock	06/08/2009	<u>S(1)</u>	57	D	\$ 6.8	17,575	D
Common Stock	06/08/2009	<u>S(1)</u>	1,843	D	\$ 6.81	15,732	D
Common Stock	06/08/2009	<u>S(1)</u>	600	D	\$ 6.82	15,132	D
Common Stock	06/08/2009	<u>S(1)</u>	100	D	\$ 6.83	15,032	D
Common Stock	06/08/2009	<u>S(1)</u>	200	D	\$ 6.84	14,832	D
Common Stock	06/08/2009	<u>S(1)</u>	256	D	\$ 6.85	14,576	D
Common Stock	06/08/2009	<u>S(1)</u>	200	D	\$ 6.86	14,376	D
Common Stock	06/08/2009	<u>S(1)</u>	200	D	\$ 6.87	14,176	D
Common Stock	06/08/2009	<u>S(1)</u>	44	D	\$ 6.88	14,132	D
Common Stock	06/08/2009	<u>S(1)</u>	200	D	\$ 6.93	13,932	D
	06/08/2009	<u>S(1)</u>	400	D		13,532	D

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Common Stock \$ 6.94

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

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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 (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
Employee Stock Option (Right to buy) ⁽³⁾	\$ 0.43	06/08/2009		M	6,250	⁽⁴⁾ 02/10/2015	Common Stock	6,250
Employee Stock Option (Right to buy) ⁽³⁾	\$ 0.65	06/08/2009		M	5,625	⁽²⁾ 12/30/2015	Common Stock	5,625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robinson Jeff 3100 MAIN STREET SUITE 900 HOUSTON, TX 77002			Sr. VP Pricing Solutions	

Signatures

J. Scott McClendon, Attorney-in-Fact for Jeff
Robinson

06/11/2009

__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) Rule 10b5-1 Plan - The sale reported in this Form 4 was affected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 5, 2009.
- (2) The initial 25% of these options vested on December 30, 2006. The remaining unvested options will vest monthly over the following three year period ending on December 31, 2009.
- (3) Stock option grant under PROS Holdings, Inc. 1999 Equity Incentive Plan.
- (4) These options vest annually over four years beginning on February 10, 2006 and ending February 10, 2009.

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.