

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

(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)  
 02/14/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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.

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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<br>Derivative<br>Security<br>(Instr. 3)             | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |  |
|---|--|---|---|--------------------------------------|---|--|---|---|--|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                                     | Amount<br>or<br>Number<br>of<br>Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>buy) <sup>(2)</sup> | \$ 6   | 02/14/2011                              |   | M                                    | 1,000   | <sup>(3)</sup><br>04/01/2017                                   | Common<br>Stock   | 1,000                                     |  |
| Employee<br>Stock<br>Option<br>(Right to<br>buy) <sup>(2)</sup> | \$ 6   | 02/14/2011                              |   | M                                    | 4,000   | <sup>(3)</sup><br>04/01/2017                                   | Common<br>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.