Winemiller Albert E Form 4 May 17, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB
3235-0287

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIESFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue.

See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(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	(Check an applicable)			
3100 MAIN STREET, SUITE 900	(Month/Day/Year) 05/13/2010	_X Director 10% Owner _X Officer (give title Other (specify below) Chairman, President & CEO			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
HOUSTON, TX 77002	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned			
1.Title of 2. Transaction Date 2A. De	emed 3. 4. Securities Acquired	5. Amount of 6. 7. Nature of			

(City)	(State)	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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	05/13/2010		M	50,000	A	7.72 (1)	50,000	D	
Common Stock	05/13/2010		F	20,000	D	\$ 7.72 (1)	30,000	D	
Common Stock	05/13/2010		G	15,000	D	\$ 0 (2)	15,000	D	
Common Stock	05/13/2010		G	15,000	A	\$ 0 (2)	35,000	I	Held by Spouse
							1,500,000	I	

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.

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(4)</u>	05/13/2010		M	50,000	(5)	<u>(5)</u>	Common Stock	50,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	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

Reporting Owners 2

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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.