

Reiner Andres  
Form 4  
April 13, 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)  
04/12/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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                    | 04/12/2010                           |  | M                              | 6,000 A \$ 6  | 89,916  | D  |                                   |
| Common Stock                    | 04/12/2010                           |  | S <sup>(1)</sup>               | 900 D \$ 9.4  | 89,016  | D  |                                   |
| Common Stock                    | 04/12/2010                           |  | S <sup>(1)</sup>               | 200 D \$ 9.41   | 88,816  | D  |                                   |
| Common Stock                    | 04/12/2010                           |  | S <sup>(1)</sup>               | 200 D \$ 9.42   | 88,619  | D  |                                   |
| Common Stock                    | 04/12/2010                           |  | S <sup>(1)</sup>               | 600 D \$ 9.43   | 88,019  | D  |                                   |

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|              |            |             |       |   |         |        |   |
|--------------|------------|-------------|-------|---|---------|--------|---|
| Common Stock | 04/12/2010 | <u>S(1)</u> | 400   | D | \$ 9.44 | 87,616 | D |
| Common Stock | 04/12/2010 | <u>S(1)</u> | 1,000 | D | \$ 9.45 | 86,616 | D |
| Common Stock | 04/12/2010 | <u>S(1)</u> | 300   | D | \$ 9.46 | 86,316 | D |
| Common Stock | 04/12/2010 | <u>S(1)</u> | 700   | D | \$ 9.47 | 85,616 | D |
| Common Stock | 04/12/2010 | <u>S(1)</u> | 100   | D | \$ 9.49 | 85,516 | D |
| Common Stock | 04/12/2010 | <u>S(1)</u> | 100   | D | \$ 9.5  | 85,416 | D |
| Common Stock | 04/12/2010 | <u>S(1)</u> | 500   | D | \$ 9.51 | 84,916 | D |
| Common Stock | 04/12/2010 | <u>S(1)</u> | 800   | D | \$ 9.52 | 84,116 | D |
| Common Stock | 04/12/2010 | <u>S(1)</u> | 500   | D | \$ 9.53 | 83,616 | D |
| Common Stock | 04/12/2010 | <u>S(1)</u> | 200   | D | \$ 9.54 | 83,416 | D |
| Common Stock | 04/12/2010 | <u>S(1)</u> | 500   | D | \$ 9.55 | 82,916 | D |
| Common Stock | 04/12/2010 | <u>S(1)</u> | 400   | D | \$ 9.56 | 82,516 | D |
| Common Stock | 04/12/2010 | <u>S(1)</u> | 800   | D | \$ 9.57 | 81,716 | D |
| Common Stock | 04/12/2010 | <u>S(1)</u> | 500   | D | \$ 9.58 | 81,216 | D |
| Common Stock | 04/12/2010 | <u>S(1)</u> | 200   | D | \$ 9.6  | 81,016 | D |
| Common Stock | 04/12/2010 | <u>S(1)</u> | 100   | D | \$ 9.63 | 80,916 | D |

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)

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| 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. Date | 9. Title | 10. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---------|----------|--------------------------------|
| Employee Stock Option (Right to buy) <sup>(2)</sup> | \$ 6   | 04/12/2010                           |  | M                              | 6,000   | <sup>(3)</sup> 03/26/2017                                | Common Stock  |         |          | 6,000                          |

**Reporting Owners**

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

**Signatures**

J. Scott McClendon, Attorney-in-fact for Andres  
Reiner  
  
\_\_\_\_\_  
\*\*Signature of Reporting Person

04/13/2010  
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 sales reported in this Form 4 was affected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 10, 2010.
- (2) Stock option grant under PROS Holdings 2007 Equity Incentive Plan.
- (3) The initial 25% of these options vested on March 26, 2008. The remaining unvested options will vest monthly, in equal installments, over a three year period ending March 26, 2011.

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.