

Murphy Charles H
Form 4
May 14, 2012

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 *
Murphy Charles H

(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)
05/10/2012

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)
EVP & Chief Financial 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/10/2012 | | M | 6,250 | A 16.86 | 215,820 | D |
| | | | | | (1) | | |
| Common Stock | 05/10/2012 | | F | 2,279 | D 16.86 | 213,541 | D |
| | | | | | (1) | | |
| Common Stock | 05/13/2012 | | M | 50,000 | A 16.59 | 263,541 | D |
| | | | | | (2) | | |
| Common Stock | 05/13/2012 | | F | 18,225 | D \$ 16.59 | 245,316 | D |

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(2)

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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (3) | 05/10/2012 | | M | 6,250 | (4) (4) | Common Stock | 6,250 |
| Restricted Stock Units | (3) | 05/13/2012 | | M | 50,000 | (6) (6) | Common Stock | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Murphy Charles H 3100 MAIN STREET SUITE 900 HOUSTON, TX 77002 | | | EVP & Chief Financial Officer | |

Signatures

J. Scott McClendon, Attorney-in-fact for Charles H. Murphy
05/14/2012

**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) Represents the price of PROS Holdings, Inc. common stock at the close of market on May 10, 2012.

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- (2) Represents the price of PROS Holdings, Inc. common stock at the close of market on May 11, 2012.
- (3) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.
- (4) The original restricted stock unit grant was awarded on May 10, 2011 in the amount of 25,000 restricted stock units and vest annually, in equal installments, over a four year period commencing May 10, 2012.

Includes (i) 50,000 of unvested restricted stock units which vest on May 13, 2012 associated with a May 13, 2009 grant, (ii) 9,000 of unvested restricted stock units which will vest in equal installments over the next two years on February 24th associated with a March 9, 2010 grant, (iii) 9,750 of unvested restricted stock units which will vest in equal installments over the next three years on the date of grant associated with a December 14, 2010 grant, (iv) 18,750 of unvested restricted stock units which will vest in equal installments over the next three years on the date of grant associated with a May 10, 2011 grant and (v) 27,000 of unvested restricted stock units which will vest in equal installments over the next four years on January 1st associated with a February 14, 2012 grant.

- (6) This restricted stock unit grant was awarded on May 13, 2009 in the amount of 150,000 restricted stock units and vest annually, in equal installments, over a three year period commencing May 13, 2010.

Includes (i) 9,000 of unvested restricted stock units which will vest in equal installments over the next two years on February 24th associated with a March 9, 2010 grant, (ii) 9,750 of unvested restricted stock units which will vest in equal installments over the next three years on the date of grant associated with a December 14, 2010 grant, (iii) 18,750 of unvested restricted stock units which will vest in equal installments over the next three years on the date of grant associated with a May 10, 2011 grant and (iv) 27,000 of unvested restricted stock units which will vest in equal installments over the next four years on January 1st associated with a February 14, 2012 grant.

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.