

Murphy Charles H
Form 4
February 27, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(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)

02/24/2012

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)

EVP & Chief Financial Officer

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)
Common Stock	02/24/2012		M	4,500	A \$ 18.44 (1)	211,285	D
Common Stock	02/24/2012		F	1,715	D \$ 18.44 (1)	209,570	D

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

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(9-02)

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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 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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(2)	02/24/2012		M	4,500	(3) (3)	Common Stock	4,500

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
 Date: 02/27/2012

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 February 24, 2012.

(2) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.

(3) This restricted stock unit grant was awarded on March 9, 2010 in the amount of 18,000 restricted stock units and vest annually, in equal installments, over a four year period commencing February 24, 2011.

(4) Includes (i) 50,000 of unvested restricted stock units which will 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 three 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) 25,000 of unvested restricted stock units which will vest in equal installments over the next four 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 .

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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