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Murphy Charles F Form 4 March 15, 2010	1									
FORM 4									PPROVAL	
CURIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								January 31, 2005 average urs per . 0.5	
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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 Respon	ises)									
1. Name and Address Murphy Charles I	2. Issuer Name and Ticker or Trading Symbol PROS Holdings, Inc. [PRO]				5. Relationship of Reporting Person(s) to Issuer					
(Last) (l					ransaction		(Check all applicable)			
3100 MAIN STREET, SUITE 900			(Month/Day/Year) 03/09/2010			Director 10% Owner X Officer (give title Other (specify below) below) EVP & Chief Financial Officer				
	4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 						
HOUSTON, TX	//002						Person		1 8	
(City) (S	State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemo Execution any (Month/Da			Date, if TransactionAcquired (A) or Code Disposed of (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D) Price	(Instr. 3 and 4)			
Reminder: Report on	a separate line	for each cla	ass of sec	urities bene	•	•	•			
					inform require	ation cont ed to resp ys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Secu
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	Acquired or Dispo (D) (Instr. 3, and 5)	sed of				
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of
Restricted Stock Units	<u>(1)</u>	03/09/2010		А	18,000)	(2)	(2)	Common Stock	1
Stock Appreciation Rights	\$ 8.68	03/09/2010		А	28,000)	02/24/2011 <u>(3)</u>	03/09/2020	Common Stock	2

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- Murphy	03/15/2010							
<u>**</u> Signature of Report	ting 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) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.
- (2) The restricted stock units vest annually, in equal installments, over a four year period.
- The initial 25% of these stock appreciation rights vest on February 24, 2011. The remaining unvested stock appreciation rights will vest(3) monthly over the following three year period ending on February 24, 2014. The stock appreciation rights shall be settled in stock at the time of exercise.

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.