Winemiller Albert E Form 4 January 03, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

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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

1(b).

(Print or Type Responses)

See Instruction

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 approache)		
3100 MAIN S	STREET, S	SUITE 900	(Month/Day/Year) 12/29/2010	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman, President & CEO		
	(Street)		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		
HOUSTON, T	ΓX 77002			Form filed by More than One Reporting Person		

(City)	(State)	(Zip) 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)	Deemed 3. 4. Securities Acquired (A) coution Date, if Transaction Disposed of (D) Code (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)	
Common Stock	12/29/2010		Code V M	Amount 100,000	(D)	Price \$ 10.92	115,000	D		
Common Stock	12/29/2010		F	40,000	D	\$ 10.92	75,000	D		
Common Stock	12/29/2010		M	44,000	A	\$ 10.92	119,000	D		
Common Stock	12/29/2010		F	26,400	D	\$ 10.92	92,600	D		
Common Stock							35,000	I	Held by Spouse	

Common Stock

1,500,000

Ι

Held by Albert E. Winemiller Jr. 2006 Irrevocable Trust (1)

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

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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 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 Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(2)</u>	12/29/2010		M	100,000	(2)	(2)	Common Stock	100,000
Restricted Stock Units	(3)	12/20/2010		M	44,000	(3)	(3)	Common Stock	44,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	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

01/03/2011

**Signature of Reporting Person Date

Reporting Owners 2

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 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.
- Represents delivery of restricted stock units granted on May 13, 2009 following the accelerated vesting thereof on December 29, 2010 (2) pursuant to the terms of the reporting person's employment agreement. Each unit converted into a share of common stock on a one-for-one basis.
- Represents delivery of restricted stock units granted on March 9, 2010 following the accelerated vesting thereof on December 29, 2010 (3) pursuant to the terms of the reporting person's employment agreement. Each unit converted into a share of common stock on a one-for-one basis.

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.