

PROS Holdings, Inc.
Form 4
February 26, 2014

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)
02/24/2014

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)
Exec VP and CFO

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/24/2014		M	4,500 A \$ 0 ⁽¹⁾	223,186	D	
Common Stock	02/24/2014		F	1,888 D \$ 39.11 ⁽¹⁾	221,298	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)	02/24/2014		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			Exec VP and CFO	

Signatures

Damian Olthoff, attorney-in-fact for Charles H. Murphy
02/26/2014

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) This represents PROS Holdings, Inc. common stock which was earned pursuant to a March 9, 2010 grant of restricted stock units.

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

(3) This restricted stock unit award is the last tranche of a grant made on March 9, 2010 in the amount of 18,000 restricted stock units which vested annually, in equal installments over a four year period.

(4) Includes: (i) 3,250 unvested restricted stock units of which the last installment will vest on December 14, 2014 and is associated with a December 14, 2010 grant; (ii) 12,500 unvested restricted stock units which will vest in equal installments in May for the next two years and is associated with a May 10, 2011 grant; (iii) 13,500 unvested restricted stock units which will vest in equal installments over the next two years on January 1st and is associated with a February 14, 2012 grant; (iv) 28,500 unvested restricted stock units which will vest in equal installments over the next three years on January 1st and is associated with a January 18, 2013 grant; and (v) 25,000 unvested restricted stock units which will vest in equal installments over the next two years and is associated with a February 11, 2014 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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