

Murphy Charles H
Form 4
February 26, 2013

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)
02/24/2013

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 02/24/2013 | | M | | 4,500 | A | \$ 26.45 <u>(1)</u> |
| Common Stock | 02/24/2013 | | F | | 1,862 | D | \$ 26.45 <u>(1)</u> |
| Common Stock | 02/25/2013 | | G | V | 15,000 | D | \$ 0 238,922 |

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

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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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title |
| Restricted Stock Units | (2) | 02/24/2013 | | M | 4,500 | (3) (3) | Common Stock |
| Performance Shares | (5) | 02/25/2013 | | A | 70,000 | 01/01/2016 01/01/2016 | Common Stock |

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: 02/26/2013

**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) The price represents the price of PROS Holdings, Inc. Common Stock at the close of market on February 22, 2013.

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

(3) The original 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) 4,500 of unvested restricted stock units which will vest on February 24, 2014 associated with a March 9, 2010 grant, (ii) 6,500 of unvested restricted stock units which will vest in equal installments over the next two 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 the date of grant associated with a December 14, 2010 grant, (iv) 20,250 of unvested restricted stock units which will vest in equal installments over the next three years on January 1st associated with a February 14, 2012 grant and (v) 38,000 of unvested restricted stock units which will vest in equal installments over the next three years on January 1st associated with a January 18, 2013 grant.

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(5) One share of PROS Holdings, Inc. common stock will be issuable for each performance share which vests.

Includes (i) 54,000 performance shares which will vest on January 1, 2014 associated with a February 14, 2012 grant and (ii) 70,000

(6) performance shares which will vest on January 1, 2016 associated with a February 25, 2013 grant. Both grants assume the maximum shares awarded.

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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