

Robinson Jeff  
Form 4  
June 11, 2009

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Robinson Jeff

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)  
3100 MAIN STREET, SUITE 900

3. Date of Earliest Transaction (Month/Day/Year)  
06/05/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Sr. VP Pricing Solutions

(Street)  
HOUSTON, TX 77002

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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)	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	06/08/2009		M		6,250	A	\$ 0.43
Common Stock	06/05/2009		M		5,625	A	\$ 0.65
Common Stock	06/08/2009		S <sup>(1)</sup>		3,200	D	\$ 6.81
Common Stock	06/08/2009		S <sup>(1)</sup>		100	D	\$ 6.81
Common Stock	06/08/2009		S <sup>(1)</sup>		400	D	\$ 6.82

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Common Stock	06/08/2009	<u>S(1)</u>	100	D	\$ 6.82	20,082	D
Common Stock	06/08/2009	<u>S(1)</u>	200	D	\$ 6.84	19,882	D
Common Stock	06/08/2009	<u>S(1)</u>	200	D	\$ 6.87	19,682	D
Common Stock	06/08/2009	<u>S(1)</u>	50	D	\$ 6.88	19,632	D
Common Stock	06/08/2009	<u>S(1)</u>	100	D	\$ 6.9	19,532	D
Common Stock	06/08/2009	<u>S(1)</u>	100	D	\$ 6.91	19,432	D
Common Stock	06/08/2009	<u>S(1)</u>	600	D	\$ 6.95	18,832	D
Common Stock	06/08/2009	<u>S(1)</u>	301	D	\$ 6.97	18,531	D
Common Stock	06/08/2009	<u>S(1)</u>	799	D	\$ 7.01	17,732	D
Common Stock	06/08/2009	<u>S(1)</u>	100	D	\$ 7.01	17,632	D
Common Stock	06/08/2009	<u>S(1)</u>	57	D	\$ 6.8	17,575	D
Common Stock	06/08/2009	<u>S(1)</u>	1,843	D	\$ 6.81	15,732	D
Common Stock	06/08/2009	<u>S(1)</u>	600	D	\$ 6.82	15,132	D
Common Stock	06/08/2009	<u>S(1)</u>	100	D	\$ 6.83	15,032	D
Common Stock	06/08/2009	<u>S(1)</u>	200	D	\$ 6.84	14,832	D
Common Stock	06/08/2009	<u>S(1)</u>	256	D	\$ 6.85	14,576	D
Common Stock	06/08/2009	<u>S(1)</u>	200	D	\$ 6.86	14,376	D
Common Stock	06/08/2009	<u>S(1)</u>	200	D	\$ 6.87	14,176	D
Common Stock	06/08/2009	<u>S(1)</u>	44	D	\$ 6.88	14,132	D
Common Stock	06/08/2009	<u>S(1)</u>	200	D	\$ 6.93	13,932	D
	06/08/2009	<u>S(1)</u>	400	D		13,532	D

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Common Stock \$ 6.94

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 (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. Amount or Number of Shares
Employee Stock Option (Right to buy) <sup>(3)</sup>	\$ 0.43	06/08/2009		M	6,250	<sup>(4)</sup> 02/10/2015	Common Stock	6,250
Employee Stock Option (Right to buy) <sup>(3)</sup>	\$ 0.65	06/08/2009		M	5,625	<sup>(2)</sup> 12/30/2015	Common Stock	5,625

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robinson Jeff 3100 MAIN STREET SUITE 900 HOUSTON, TX 77002			Sr. VP Pricing Solutions	

## Signatures

J. Scott McClendon, Attorney-in-Fact for Jeff  
Robinson

06/11/2009

\_\_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) Rule 10b5-1 Plan - The sale reported in this Form 4 was affected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 5, 2009.
- (2) The initial 25% of these options vested on December 30, 2006. The remaining unvested options will vest monthly over the following three year period ending on December 31, 2009.
- (3) Stock option grant under PROS Holdings, Inc. 1999 Equity Incentive Plan.
- (4) These options vest annually over four years beginning on February 10, 2006 and ending February 10, 2009.

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