

PROS Holdings, Inc.
Form 4
March 17, 2014

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 *
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)
03/13/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Executive VP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 | (A) or (D) | Price |
| Common Stock | 03/13/2014 | | M | | 28,430 | A | \$ 6 244,328 |
| Common Stock | 03/13/2014 | | S | | 15,190 (1) | D | \$ 30.6265 (2) 229,138 |
| Common Stock | 03/14/2014 | | M | | 111,907 | A | \$ 6 341,045 |
| Common Stock | 03/14/2014 | | S | | 59,810 (1) | D | \$ 30.5817 (3) 281,235 |

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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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (right to buy) | \$ 6 | 03/13/2014 | | M | 28,430 | ⁽⁴⁾ 04/02/2017 | Common Stock 28,430 |
| Employee Stock Option (right to buy) | \$ 6 | 03/14/2014 | | M | 111,907 | ⁽⁴⁾ 04/02/2017 | Common Stock 111,907 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Murphy Charles H 3100 MAIN STREET SUITE 900 HOUSTON, TX 77002 | | | Executive VP and CFO | |

Signatures

Damian Olthoff, attorney-in-fact for Charles H. Murphy
03/17/2014

__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) Sale of shares for payment of taxes.

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(2) Represents the sale of 15,190 shares in 32 transactions, ranging in price from \$30.50 to \$30.94 per share, resulting in a weighted average sale price per share of \$30.6265. The reporting person will provide, upon request by the SEC staff, the Issuer or a security holder, full information regarding the number of shares sold at each separate price within the range.

(3) Represents the sale of 59,810 shares, in 33 transactions, ranging in price from \$30.50 to \$30.70 per share, resulting in a weighted average sale price per share of \$30.5817. The reporting person will provide, upon request by the SEC staff, the Issuer or a security holder, full information regarding the number of shares sold at each separate price within the range.

(4) 25% of the option vested on April 2, 2008 and the remainder of the option vested monthly over the following three-year period.

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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