Edgar Filing: Keszler Ellen - Form 4

Keszler Elle	en									
Form 4	0.0011									
December (OMB A	PPROVAL	
	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287	
Check ti if no lor subject Section Form 4 Form 5 obligation may con <i>See</i> Inst 1(b).	nger to 16. or Filed pur ^{Dns} Section 17(CHAN ection 1 Public U	NGES IN SECUE	Estimated burden hou response	urs per				
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> Keszler Ellen			2. Issuer Name and Ticker or Trading Symbol PROS Holdings, Inc. [PRO]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3100 MAIN STREET, SUITE 900			3. Date of Earliest Transaction (Month/Day/Year) 11/17/2011			(Check all applicable) <u>X</u> Director Officer (give title 10% Owner below) Other (specify below)				
HOUGTON		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 Form filed by More than One Reporting 					
HOUSTON	N, TX 77002						Person		- F 8	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivativ	e Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3	d (A) or d of (D) , 4 and 5) (A) or	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)	
Reminder: Re	port on a separate line	e for each cla	ass of sect	urities bene:	Pers infor requ	ons who res mation con ired to resp lays a curre	or indirectly. Spond to the collectained in this form and unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Inst

	Derivative Security			 (A) or Disposed of (D) (Instr. 3, 4, and 5) 						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	11/17/2011	А		6,000		(2)	(2)	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
Keszler Ellen 3100 MAIN STREET SUITE 900 HOUSTON, TX 77002	Х								
Signatures									
J. Scott McClendon, Attorney-in-fact for Ellen									
Keszler			11	2/02/2011					
<u>**</u> Signature of Reporting			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) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.
- (2) The restricted stock units fully vest on January 1, 2013.
- (3) Includes the December 3, 2010 grant of 7,500 Restricted Stock Units which fully vest on January 1, 2012.

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.

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