Edgar Filing: Keszler Ellen - Form 4

Keszler Ellen Form 4									
March 15, 2010									
FORM 4			an an						PPROVAL
CURIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								January 31, 2005 average urs per . 0.5
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 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 Respon	ises)								
1. Name and Address of Reporting Person <u>*</u> Keszler Ellen			Symbol	er Name an		-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
			PROS	Holdings	, Inc. [Pl	RO]			
(Last) (First) (Middle) 3100 MAIN STREET, SUITE 900			3. Date of Earliest Transaction(Month/Day/Year)03/09/2010			X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street)			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, TX	77002						Person	whole than one R	epotting
(City) (S	State)	(Zip)	Tab	le I - Non-	Derivativ	e Securities	Acquired, Disposed o	of, or Beneficia	lly Owned
	nsaction Date th/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	Disposed (Instr. 3,	(A) or d of (D) 4 and 5) (A) or	Securities E 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: Report on	a congrata lina	for each al	nes of sea	Code V			e		
Kemmuer: Keport on	a separate fine	for each cla	ass of sec	urfues bene	•	•	espond to the colled	ction of	SEC 1474
					infor requ	mation col ired to res ays a curr	ntained in this form pond unless the for ently valid OMB cor	are not m	(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>	03/09/2010	А		5,000		(2)	(2)	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	Director 10% Owner		Other				
Keszler Ellen 3100 MAIN STREET SUITE 900 HOUSTON, TX 77002	Х							
Signatures								
J. Scott McClendon, Attorney-	in-fact for	r Ellen						
Keszler			0	3/15/2010				
<u>**</u>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) 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, 2011.

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.

9