Keszler Ellen Form 4 August 13, 2010

FORM 4

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

OMB 3235-0287

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Number: January 31, Expires:

OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

2005 Estimated average **SECURITIES** burden hours per response...

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

0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Keszler Ellen			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
			PROS Holdings, Inc. [PRO]			(Check all applicable)			
(Last)	(First)	(Middle)		Earliest Tra	ansaction	V Dimenter	100		
3100 MAIN STREET, SUITE 900			(Month/Day/Year) 08/13/2010			X Director Officer (give below)	e titleOth below)		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Mon	th/Day/Year)		Applicable Line) _X_ Form filed by	One Reporting Pe	erson	
HOUSTON	, TX 77002					Form filed by I Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Securities Acq	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security	2. Transaction Da (Month/Day/Year			3. Transactio	4. Securities Acquired on(A) or Disposed of	5. Amount of Securities	6. Ownership Form: Direct		
(Instr 3)		OPX/		Codo	(D)	Danafiaially	(D) or	Danafiaia	

1.11116 01	2. Hallsaction Date	ZA. Decilieu	٥.	4. Securities Acquired	J. Amount of	o. Ownership	7. Nature or
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of		Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(A)	Reported		
				(A)	Transaction(s)		

or (Instr. 3 and 4) Code V Amount (D) Price

\$ Common 08/13/2010 P D 1,750 7.33 9,450 Α Stock (1)(2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								٨	mount		
								01			
						Date	Expiration		umber		
						Exercisable	Date	of			
				Code V	(A) (D)				hares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Keszler Ellen 3100 MAIN STREET SUITE 900 HOUSTON, TX 77002	X						

Signatures

J. Scott McClendon, Attorney-in-Fact for Ellen 08/13/2010 Keszler

> **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).
- The price represents the weighted average share price. The shares were acquired in multiple transactions at prices ranging from \$7.20 per a share to \$7.47 per a share.
- The reporting person undertakes to provide to PROS Holdings, Inc., any security holder of PROS Holdings, Inc., or the Staff of the (2) Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnote 1 to this Form 4.

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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