Woestemeyer Ronald F Form 4 February 16, 2012

FORM 4

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

Check this box if no longer subject to Section 16

Section 16

SECURITIES

SECURITIES

Section 16. Form 4 or 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Woestemeyer Ronald F Issuer Symbol PROS Holdings, Inc. [PRO] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director X__ 10% Owner X_ Officer (give title __ Other (specify 3100 MAIN STREET, SUITE 900 02/14/2012 below) EVP, Strategic Business Planni (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HOUSTON, TX 77002 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

	. •		1 a	ole 1 - Noll	-Derivative	Secui	ities Ac	quii eu, Disposed	oi, of belief	icially Owned
	1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	s Acq	uired	5. Amount of	6.	7. Nature of
	Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Ownership	Indirect	
	(Instr. 3)		any	Code	(Instr. 3, 4 a	and 5)		Beneficially	Form:	Beneficial
			(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
								Following	or Indirect	(Instr. 4)
						(4)		Reported	(I)	
						(A)		Transaction(s)	(Instr. 4)	
				C = V		or	ъ.	(Instr. 3 and 4)		
				Code V	Amount	(D)	Price			
										Held jointly
	Common	00/14/0010		α .	500.000	_	\$	4,315,443	_	with spouse
	stock	02/14/2012		S	500,000	D	17.8	4,315,443 (1)	I	Mariette M.
										Woestemeyer

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

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SEC 1474

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	tion Date		nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative Securities		e		Securit	ties	(Instr. 5)	Bene
	Derivative							(Instr.	3 and 4)		Own
	Security			Acquired							Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date I	Expiration Date	or Title Number			
						Exercisable					
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips
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10% Owner Officer Other Director

Woestemeyer Ronald F 3100 MAIN STREET **SUITE 900** HOUSTON, TX 77002

X X EVP, Strategic Business Planni

Signatures

J. Scott McClendon, Attorney-in-fact for Ronald F. 02/16/2012 Woestemeyer

> **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).

Consists of (i) 996,476 shares held of record by Ronald F. Woestemeyer and Mariette Woestemeyer, (ii) 647,238 shares held of record by Ronald Woestemeyer 2009 GRAT, of which Deutsche Bank Trust Company Delaware and Mr. Woestemeyer are the co-trustees, (iii) 651,729 shares held of record by Mariette Woestemeyer 2009 GRAT of which Deutsche Bank Trust Company Delaware and Mrs.

Woestemeyer are the co-trustee, (iv) 1,000,000 shares held of record by The Woestemeyer 1999 Gift Trust, of which Deutsche Bank Trust Company Delaware is sole trustee (v) 476,002 shares held of record by MAROKA, LLC, of which Mr. and Mrs. Woestemeyer are the sole managers, (vi) 500,000 shares held of record by the Mariette Woestemeyer 2010 GRAT of which Deutsche Bank Trust Company Delaware is the sole trustee, and (vii) 43,998 shares held of record by the Ronald and Mariette Woestemeyer 2007 IDGT of which Deutsche Bank Trust Company Delaware is the sole trustee.

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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