

Robinson Jeff
Form 4
March 19, 2010

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 *
Robinson Jeff

(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)
03/18/2010

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)

Sr. VP Pricing Solutions

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/18/2010 | | S(1) | 100 D \$ 9.48 | 18,061 | D | |
| Common Stock | 03/18/2010 | | S(1) | 200 D \$ 9.53 | 17,861 | D | |
| Common Stock | 03/18/2010 | | S(1) | 200 D \$ 9.55 | 17,661 | D | |
| Common Stock | 03/18/2010 | | S(1) | 100 D \$ 9.6 | 17,561 | D | |
| Common Stock | 03/18/2010 | | S(1) | 200 D \$ 9.63 | 17,361 | D | |

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| | | | | | | | |
|--------------|------------|--------------|-----|---|---------|--------|---|
| Common Stock | 03/18/2010 | <u>S</u> (1) | 300 | D | \$ 9.71 | 17,061 | D |
| Common Stock | 03/18/2010 | <u>S</u> (1) | 100 | D | \$ 9.76 | 16,961 | D |
| Common Stock | 03/18/2010 | <u>S</u> (1) | 200 | D | \$ 9.52 | 16,761 | D |
| Common Stock | 03/18/2010 | <u>S</u> (1) | 100 | D | \$ 9.54 | 16,661 | D |
| Common Stock | 03/18/2010 | <u>S</u> (1) | 200 | D | \$ 9.56 | 16,461 | D |
| Common Stock | 03/18/2010 | <u>S</u> (1) | 100 | D | \$ 9.62 | 16,361 | D |
| Common Stock | 03/18/2010 | <u>S</u> (1) | 100 | D | \$ 9.64 | 16,261 | D |
| Common Stock | 03/18/2010 | <u>S</u> (1) | 100 | D | \$ 9.73 | 16,161 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|------------------|-----------------|-------|----------------------------|
|------|---|-----|-----|------------------|-----------------|-------|----------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Robinson Jeff
3100 MAIN STREET
SUITE 900
HOUSTON, TX 77002

Sr. VP Pricing Solutions

Signatures

J. Scott McClendon, Attorney-in-fact for Jeff
Robinson

03/19/2010

__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) Rule 10b5-1 Plan - The sales reported in this Form 4 was affected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 15, 2009.

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.