

Woestemeyer Mariette M  
 Form 4/A  
 February 14, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
**Woestemeyer Mariette M**  
  
 (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)  
 01/01/2012  
  
 4. If Amendment, Date Original Filed(Month/Day/Year)  
 02/14/2012

5. Relationship of Reporting Person(s) to Issuer  
  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
  
 6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Indirect Ownership (Instr. 4)     |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common stock                    | 01/01/2012                           |  | M                              | 7,500 A   | \$ 14.88<br><u>(1)</u> 4,815,443 <u>(2)</u><br><u>(3)</u>                                     | I  | Held jointly with spouse Ronald F. Woestemeyer |

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

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SEC 1474 (9-02)

**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 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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units                     | (4)  | 01/01/2012                           |  | M                              | 7,500   | (5) (5)  | Common Stock  | 7,500   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Woestemeyer Mariette M<br>3100 MAIN STREET<br>SUITE 900<br>HOUSTON, TX 77002 | X             | X         |         |       |

## Signatures

J. Scott McClendon, Attorney-in-fact for Mariette M. Woestemeyer

02/14/2012

\*\*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) Represents the price of PROS Holdings, Inc. common stock at the close of market on December 30, 2011.  
Consists of (i) 1,491,776 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.
- (3) Mrs. Woestemeyer disclaims beneficial ownership of the shares held of record by Ronald F. Woestemeyer 2009 GRAT and Woestemeyer 1999 Gift Trust.
- (4) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.
- (5) This restricted stock unit grant was awarded on December 3, 2010 in the amount of 7,500 restricted stock units which fully vested on January 1, 2012.
- (6) Includes 6,000 restricted stock units awarded on November 17, 2011 which fully vest on January 1, 2013.

**Remarks:**

This amendment is filed solely to correct the number of shares beneficial owned. The number of shares beneficial owned is be

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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