

Woestemeyer Mariette M  
Form 4  
February 20, 2013

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Woestemeyer Mariette M

2. Issuer Name and Ticker or Trading Symbol  
PROS Holdings, Inc. [PRO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
3100 MAIN STREET, SUITE 900  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/15/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)

HOUSTON, TX 77002

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Stock                    | 02/15/2013                           |  | S                              | 68,850  | D \$ 26.05<br>(1)   | 4,244,616<br>(2) (3)                                     | I Held Jointly with Spouse Ronald F. Woestemeyer |
| Common Stock                    | 02/19/2013                           |  | S                              | 48,511  | D \$ 25.91<br>(1)   | 4,196,105<br>(3) (4)                                     | I Held Jointly with Spouse Ronald F. Woestemeyer |
| Common Stock                    | 02/20/2013                           |  | S                              | 27,982  | D \$ 25.7<br>(1)  | 4,168,123<br>(3) (5)                                     | I Held Jointly with Spouse Ronald F. Woestemeyer |

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

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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 Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

**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

02/20/2013

\_\_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) The price represents the average share price. The shares were sold in multiple transactions.  
Consisting of (i) 865,510 shares held of record by Ronald F. Woestemeyer and Mariette Woestemeyer; (ii) 1,000,000 shares held of record by The Woestemeyer 1999 Gift Trust, of which Deutsche Bank Trust Company Delaware is sole trustee; (iii) 43,998 2007 ILIT; (iv) 476,002 shares held of record by MAROKA, LLC, of which Mr. and Mrs. Woestemeyer are the sole managers; (v) 344,560 Mrs. Woestemeyer's 2010 GRAT Grantor to Retained Annuity Trust; (vi) 226,522 Mrs. Woestemeyer's Dynasty trust; (vii) 236,266 Mr. Woestemeyer's Dynasty Trust; (viii) 603,548 Mrs. Woestemeyer's 2007 Irrevocable Trust; and (ix) 448,210 Mr. Woestemeyer's 2007 Irrevocable Trust.

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- (3) Mrs. Woestemeyer disclaims beneficial ownership of the shares held of record by Mr. Woestemeyer's Dynasty Trust and Woestemeyer 1999 Gift Trust.

Consisting of (i) 816,999 shares held of record by Ronald F. Woestemeyer and Mariette Woestemeyer; (ii) 1,000,000 shares held of record by The Woestemeyer 1999 Gift Trust, of which Deutsche Bank Trust Company Delaware is sole trustee; (iii) 43,998 2007 ILIT; (iv) 476,002 shares held of record by MAROKA, LLC, of which Mr. and Mrs. Woestemeyer are the sole managers; (v) 344,560 Mrs. Woestemeyer's 2010 GRAT Grantor to Retained Annuity Trust; (vi) 226,522 Mrs. Woestemeyer's Dynasty trust; (vii) 236,266 Mr. Woestemeyer's Dynasty Trust; (viii) 603,548 Mrs. Woestemeyer's 2007 Irrevocable Trust; and (ix) 448,210 Mr. Woestemeyer's 2007 Irrevocable Trust.

- (4) Consisting of (i) 816,999 shares held of record by Ronald F. Woestemeyer and Mariette Woestemeyer; (ii) 1,000,000 shares held of record by The Woestemeyer 1999 Gift Trust, of which Deutsche Bank Trust Company Delaware is sole trustee; (iii) 43,998 2007 ILIT; (iv) 476,002 shares held of record by MAROKA, LLC, of which Mr. and Mrs. Woestemeyer are the sole managers; (v) 344,560 Mrs. Woestemeyer's 2010 GRAT Grantor to Retained Annuity Trust; (vi) 226,522 Mrs. Woestemeyer's Dynasty trust; (vii) 236,266 Mr. Woestemeyer's Dynasty Trust; (viii) 603,548 Mrs. Woestemeyer's 2007 Irrevocable Trust; and (ix) 448,210 Mr. Woestemeyer's 2007 Irrevocable Trust.

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.