Edgar Filing: Woestemeyer Mariette M - Form 4

Woestemeyer Mariette M Form 4 December 03, 2008

OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 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 Mariette M Issuer Symbol PROS Holdings, Inc. [PRO] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ 10% Owner _X__ Director _ Other (specify Officer (give title 3100 MAIN STREET, SUITE 900 12/01/2008 below) below) (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.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.	8)	4. Securit on(A) or Dis (Instr. 3, 4) Amount	sposed	l of (D)	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 Beneficial Ownership (Instr. 4)
Common Stock	12/01/2008		P <u>(1)</u>		23,800	А	4.56 (2)	2,090,436	D	
Common Stock							<u>(-)</u>	641,643	I	Held by Mariette M. Woestemeyer 2007 Annuity Trust
Common Stock								1,000,000	Ι	Held by the Woestemeyer 1999 Gift Trust (<u>3)</u>

Common Stock	962,	2,464 I	Held by Ronald F. Woestemeyer 2007 Annuity Trust (<u>4)</u>								
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)											
1. Title of Derivative Security2.3. Transaction Date (Month/Day/Year)3A. Deemed Execution Date, if any (Month/Day/Year)1. Title of Securityor Exercise Price of Derivative Security(Month/Day/Year)	TransactionNumber Expirat	ation Date th/Day/Year)	7. Title and8. Price of9. NuAmount ofDerivativeDerivUnderlyingSecuritySecurSecurities(Instr. 5)Bene(Instr. 3 and 4)OwnFolloRepoTrans(Instr								
	Date Exercis Code V (A) (D)	Expiration , isable Date	Amount or Title Number of Shares								

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Woestemeyer Mariette M 3100 MAIN STREET SUITE 900 HOUSTON, TX 77002	Х	Х					
Signatures							
By: J. Scott McClendon, Attorney-in-Fact for Mariette M.							

By: J. Scott McClendon, Attorney-in-Fact for Mariette M. Woestemeyer <u>**Signature of Reporting Person</u> 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)

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Rule 10b5-1 Plan - The purchase reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 20, 2008

- (2) The price represents the weighted average share price. Share prices ranged from \$4.43 per a share to \$4.69 per a share.
- This trust is for the benefit of reporting person's minor child and the trustee of the trust is Joetta Mouldin. The reporting person disclaims(3) beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose.
- The reporting person's spouse is the trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and this (4) report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purpose of Section 16
- (4) report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose.

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.