

Woestemeyer Mariette M
Form 4
February 20, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(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)

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

HOUSTON, TX 77002

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/15/2013		S		68,850	D	\$ 26.05 <u>(1)</u>	4,244,616 <u>(2)</u> <u>(3)</u>	I	Held Jointly with Spouse Ronald F. Woestemeyer
Common Stock	02/19/2013		S		48,511	D	\$ 25.91 <u>(1)</u>	4,196,105 <u>(3)</u> <u>(4)</u>	I	Held Jointly with Spouse Ronald F. Woestemeyer
Common Stock	02/20/2013		S		27,982	D	\$ 25.7 <u>(1)</u>	4,168,123 <u>(3)</u> <u>(5)</u>	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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Woestemeyer Mariette M 3100 MAIN STREET SUITE 900 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.