

TYLER TECHNOLOGIES INC
Form 4
December 15, 2016

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
MARR JOHN S JR

2. Issuer Name and Ticker or Trading Symbol
TYLER TECHNOLOGIES INC
[TYL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
370 US ROUTE 1
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/13/2016

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

PALMOUTH, ME 04105

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|-------|
| | | | | (A) or (D) | Price | | | | |
| Common Stock | 12/13/2016 | | M | V | 20,000 | A | \$ 19.2 (1) | 391,437 | D (2) |
| Common Stock | 12/13/2016 | | S | | 20,000 | D | \$ 145.62 | 371,437 | D (2) |
| Common Stock | 12/13/2016 | | G(3) | | 14,000 | D | \$ 148.8 | 357,437 | D (2) |
| Common Stock | 12/14/2016 | | M | V | 9,895 | A | \$ 19.2 (1) | 367,332 | D (2) |
| Common Stock | 12/14/2016 | | S | | 9,895 | D | \$ 148.85 | 357,437 | D (2) |

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Common Stock 12/15/2016 G⁽³⁾ 14,000 D \$ 148.95 343,437 D ⁽²⁾

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)

| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option | \$ 19.2 | 12/13/2016 | | M | 20,000 | ⁽⁴⁾ 12/15/2019 | Common Stock | 20,000 |
| Option | \$ 19.2 | 12/14/2016 | | M | 9,895 | ⁽⁴⁾ 12/15/2019 | Common Stock | 9,895 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MARR JOHN S JR 370 US ROUTE 1 PALMOUTH, ME 04105 | X | | President and CEO | |

Signatures

/s/ John S. Marr, Jr. 12/15/2016

**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) Acquired through the exercise of stock options

(2)

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Includes indirect ownership of: (a) 28,000 shares held in a descendant's trust, in which Mr. Marr is deemed to have shared voting power; and (b) 99,527 shares held in a partnership in which Mr. Marr is the general partner. The partnership is owned 99% by a trust, in which Mr. Marr's children are the beneficiaries, and 1% by the general partner.

(3) Shares donated to a charitable trust

(4) Option has graded vesting. Date exercisable will vary with each vesting tranche.

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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