

TYLER TECHNOLOGIES INC

Form 4

December 15, 2016

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 *
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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/13/2016		M	V Amount (A) or (D) Price 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	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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(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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