

MARR JOHN S JR
Form 4
August 31, 2018

FORM 4

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

OMB APPROVAL

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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)
08/29/2018

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/29/2018 | | M | | 6,460 | A | \$ 39.36 (1) |
| | | | | | | | 303,390 |
| | | | | | | | I |
| | | | | | | | See footnote (2) (2) |
| Common Stock | 08/29/2018 | | S | | 6,460 | D | \$ 244.1285 |
| | | | | | | | 296,930 |
| | | | | | | | I |
| | | | | | | | See footnote (3) (3) |
| Common Stock | 08/29/2018 | | M | | 12,000 | A | \$ 54.45 (4) |
| | | | | | | | 308,930 |
| | | | | | | | I |
| | | | | | | | See footnote (5) (5) |
| Common Stock | 08/29/2018 | | S | | 12,000 | D | \$ 243.9518 |
| | | | | | | | 296,930 |
| | | | | | | | I |
| | | | | | | | See footnote |

| | | | | | | | | |
|--------------|------------|---|--------|---|-----------------|---------|---|---------------------------------|
| Common Stock | 08/30/2018 | M | 12,000 | A | \$ 54.45 (7) | 308,930 | I | (6) (6) See footnote (8) (8) |
| Common Stock | 08/30/2018 | S | 12,000 | D | \$ 245.2363 | 296,930 | I | See footnote (9) (9) |

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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option | \$ 39.36 | 08/29/2018 | | M | | (10) | 06/15/2022 | Common Stock | 6,460 |
| Option | \$ 54.45 | 08/29/2018 | | M | | (11) | 02/11/2023 | Common Stock | 12,000 |
| Option | \$ 54.45 | 08/30/2018 | | M | | (12) | 02/11/2023 | Common Stock | 12,000 |

Reporting Owners

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

Signatures

John S. Marr, Jr.

08/31/2018

**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.

Includes shares owned both directly and indirectly by the reporting person, as follows: (a) 228,390 shares owned directly; (b) 15,500 shares owned indirectly, which are held in a descendant's trust in which Mr. Marr is deemed to have shared voting and/or dispositive power; and (c) 59,500 shares owned indirectly, which are 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). The reporting person disclaims beneficial ownership of the securities that are identified as owned indirectly except to the extent of his pecuniary interest therein.

(2)

Includes shares owned both directly and indirectly by the reporting person, as follows: (a) 221,930 shares owned directly; (b) 15,500 shares owned indirectly, which are held in a descendant's trust in which Mr. Marr is deemed to have shared voting and/or dispositive power; and (c) 59,500 shares owned indirectly, which are 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). The reporting person disclaims beneficial ownership of the securities that are identified as owned indirectly except to the extent of his pecuniary interest therein.

(3)

(4) Acquired through the exercise of stock options.

Includes shares owned both directly and indirectly by the reporting person, as follows: (a) 233,930 shares owned directly; (b) 15,500 shares owned indirectly, which are held in a descendant's trust in which Mr. Marr is deemed to have shared voting and/or dispositive power; and (c) 59,500 shares owned indirectly, which are 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). The reporting person disclaims beneficial ownership of the securities that are identified as owned indirectly except to the extent of his pecuniary interest therein.

(5)

Includes shares owned both directly and indirectly by the reporting person, as follows: (a) 221,930 shares owned directly; (b) 15,500 shares owned indirectly, which are held in a descendant's trust in which Mr. Marr is deemed to have shared voting and/or dispositive power; and (c) 59,500 shares owned indirectly, which are 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). The reporting person disclaims beneficial ownership of the securities that are identified as owned indirectly except to the extent of his pecuniary interest therein.

(6)

(7) Acquired through the exercise of stock options.

Includes shares owned both directly and indirectly by the reporting person, as follows: (a) 233,930 shares owned directly; (b) 15,500 shares owned indirectly, which are held in a descendant's trust in which Mr. Marr is deemed to have shared voting and/or dispositive power; and (c) 59,500 shares owned indirectly, which are 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). The reporting person disclaims beneficial ownership of the securities that are identified as owned indirectly except to the extent of his pecuniary interest therein.

(8)

Includes shares owned both directly and indirectly by the reporting person, as follows: (a) 221,930 shares owned directly; (b) 15,500 shares owned indirectly, which are held in a descendant's trust in which Mr. Marr is deemed to have shared voting and/or dispositive power; and (c) 59,500 shares owned indirectly, which are 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). The reporting person disclaims beneficial ownership of the securities that are identified as owned indirectly except to the extent of his pecuniary interest therein.

(9)

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

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

(12) 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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