

MARR JOHN S JR

Form 4

March 14, 2019

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

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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)
1 TYLER DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2019

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

YARMOUTH, ME 04096

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	03/12/2019		M		10,000	A	\$ 54.45 <u>(1)</u>	311,403 <u>(2)</u>	I	See footnote (2)
Common Stock	03/12/2019		S		10,000	D	\$ 201.2558	301,403 <u>(3)</u>	I	See footnote (3)
Common Stock	03/13/2019		M		10,000	A	\$ 54.45 <u>(4)</u>	311,403 <u>(5)</u>	I	See footnote (5)
Common Stock	03/13/2019		S		10,000	D	\$ 201.413	301,403 <u>(6)</u>	I	See footnote

Common Stock	03/14/2019	M	10,000	A	\$ 54.45 (7)	311,403 (8)	I	(6) See footnote (8)
Common Stock	03/14/2019	S	10,000	D	\$ 199.86	301,403 (9)	I	See footnote (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	\$ 54.45	03/12/2019		M	10,000	(10) 02/11/2023	Common Stock	10,000
Option	\$ 54.45	03/13/2019		M	10,000	(11) 02/11/2023	Common Stock	10,000
Option	\$ 54.45	03/14/2019		M	10,000	(12) 02/11/2023	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARR JOHN S JR 1 TYLER DRIVE YARMOUTH, ME 04096	X		Executive Chairman	

Signatures

John S. Marr, Jr.

03/14/2018

__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 options.

Includes shares owned both directly and indirectly by the reporting person, as follows: (a) 236,403 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) 226,403 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) Acquired through the exercise of options.

Includes shares owned both directly and indirectly by the reporting person, as follows: (a) 236,403 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.

(4) Includes shares owned both directly and indirectly by the reporting person, as follows: (a) 226,403 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) Acquired through the exercise of options.

Includes shares owned both directly and indirectly by the reporting person, as follows: (a) 236,403 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) Includes shares owned both directly and indirectly by the reporting person, as follows: (a) 226,403 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.

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

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

(9) 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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