

TYLER TECHNOLOGIES INC
Form 4
May 20, 2015

FORM 4

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

OMB APPROVAL

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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)
5101 TENNYSON PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/18/2015

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

PLANO, TX 75024

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/18/2015		M		40,000 A \$ 472,396	D (2)	
Common Stock	05/18/2015		S		40,000 D \$ 122.42 432,396	D (2)	
Common Stock	05/19/2015		M		30,000 A \$ 462,396	D (2)	
Common Stock	05/19/2015		S		30,000 D \$ 123 432,396	D (2)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	\$ 15	05/18/2015		M	40,000	<u>(3)</u> 05/15/2018	Common Stock	40,000
Option	\$ 15	05/19/2015		M	30,000	<u>(3)</u> 05/15/2018	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARR JOHN S JR 5101 TENNYSON PARKWAY PLANO, TX 75024	X		President and CEO	

Signatures

/s/ John S. Marr,
Jr. 05/20/2015

**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 with an exercise price of \$15 per share.

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; (2) and (b) 120,277 shares held in a partnership in which Mr. Marr is the general partner and is deemed to have sole voting and investment power. The partnership is owned 99% by a trust, in which Mr. Marr's children are the beneficiaries, and 1% by the general partner.

(3) Option had graded vesting from May 15, 2009 through May 15, 2013. 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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