

MARR JOHN S JR
Form 4
November 03, 2017

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)
370 US ROUTE 1
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2017

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO and Chairman of the Board

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	11/01/2017		M		20,000	A	\$ 24.08 (1)	359,457	I (2)	See footnote (2)
Common Stock	11/01/2017		S		20,000	D	\$ 175.57	339,457	I (3)	See footnote (3)
Common Stock	11/02/2017		M		11,848	A	\$ 24.08 (4)	351,305	I (5)	See footnote (5)
Common Stock	11/02/2017		M		5,400	A	\$ 29.72 (6)	356,705	I (7)	See footnote

Common Stock	11/02/2017	S	17,248	D	\$ <u>(8)</u>	175,430.9	339,457	I <u>(9)</u>	(7) See footnote (9)
Common Stock	11/03/2017	M	10,000	A	\$ 29.72 <u>(10)</u>		349,457	I <u>(11)</u>	See footnote (11)
Common Stock	11/03/2017	S	10,000	D	\$ 173.35		339,457	I <u>(12)</u>	See footnote (12)

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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Option	\$ 24.08	11/01/2017		M	20,000	<u>(13)</u>	06/15/2021	Common Stock 20,000
Option	\$ 24.08	11/02/2017		M	11,848	<u>(14)</u>	06/15/2021	Common Stock 11,848
Option	\$ 29.72	11/02/2017		M	5,400	<u>(15)</u>	12/15/2021	Common Stock 5,400
Option	\$ 29.72	11/03/2017		M	10,000	<u>(16)</u>	12/15/2021	Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARR JOHN S JR	X		CEO and Chairman of the Board	

370 US ROUTE 1
PALMOUTH, ME 04105

Signatures

John S. Marr, Jr.

11/03/2017

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) 241,930 shares owned directly; (b) 28,000 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) 89,527 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) 28,000 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) 89,527 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) 233,778 shares owned directly; (b) 28,000 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) 89,527 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) Acquired through the exercise of options.
Includes shares owned both directly and indirectly by the reporting person, as follows: (a) 239,178 shares owned directly; (b) 28,000 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) 89,527 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) Reflects the average sales price for the reported transactions (\$175.4309). The shares were sold in two transactions of 11,848 shares at a price of \$175.60 and 5,400 shares at a price of \$175.06.
- (6) Includes shares owned both directly and indirectly by the reporting person, as follows: (a) 221,930 shares owned directly; (b) 28,000 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) 89,527 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) Acquired through the exercise of options.
Includes shares owned both directly and indirectly by the reporting person, as follows: (a) 231,930 shares owned directly; (b) 28,000 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) 89,527 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) 231,930 shares owned directly; (b) 28,000 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) 89,527 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) Includes shares owned both directly and indirectly by the reporting person, as follows: (a) 231,930 shares owned directly; (b) 28,000 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) 89,527 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.
- (10) Includes shares owned both directly and indirectly by the reporting person, as follows: (a) 231,930 shares owned directly; (b) 28,000 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) 89,527 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.
- (11) Includes shares owned both directly and indirectly by the reporting person, as follows: (a) 231,930 shares owned directly; (b) 28,000 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) 89,527 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.

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- (12) Includes shares owned both directly and indirectly by the reporting person, as follows: (a) 221,930 shares owned directly; (b) 28,000 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) 89,527 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.
- (13) Option has graded vesting. Date exercisable will vary with each vesting tranche.
- (14) Option has graded vesting. Date exercisable will vary with each vesting tranche.
- (15) Option has graded vesting. Date exercisable will vary with each vesting tranche.
- (16) 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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