

MARR JOHN S JR
Form 4
February 28, 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)
370 US ROUTE 1
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2018

☐ 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 Ownership (Instr. 4)
Common Stock	02/26/2019		M	7,200 A	304,130	I	See footnote (2) ⁽²⁾
Common Stock	02/26/2019		F	2,727 D	\$ 205.5	301,403 I	See footnote (3) ⁽³⁾

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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(4)	05/09/2018		A		36,000		(5)	(5)	Common Stock	36,000
Restricted Stock Unit	(1)	02/26/2019		M		7,200		(5)	(5)	Common Stock	7,200

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. 02/28/2019

**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) Restricted stock units convert into common stock on a one-for-one basis.

Includes shares owned both directly and indirectly by the reporting person, as follows: (a) 229,130 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

(2) 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 identified as owned indirectly except to the extent of his pecuniary interest therein.

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

(3) 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 identified as owned indirectly except to the extent of this pecuniary interest therein.

(4) Each performance-based restricted stock unit represents a contingent right to receive one share of issuer common stock.

(5) On May 9, 2018, the reporting person was granted 36,000 restricted stock units, which vest in equal installments on the first, second, third, fourth and fifth anniversaries of the vesting commencement date of February 26, 2018m and which will be settled by the Issuer on

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the respective anniversary dates, subject to the terms and conditions of the Issuer's 2018 Stock Incentive Plan. (The grant was disclosed in the Issuer's Current Report on Form 8-K filed with the Commission on March 9, 2018 and in the Issuer's 2018 Proxy Statement, contingent upon the stockholders' adoption of the 2018 Stock Incentive Plan, which occurred on May 9, 2018.)

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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