

MARR JOHN S JR
Form 4
August 31, 2018

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	Amount or Number of Shares
Option	\$ 39.36	08/29/2018		M		6,460		<u>(10)</u>	06/15/2022	Common Stock	6,460
Option	\$ 54.45	08/29/2018		M		12,000		<u>(11)</u>	02/11/2023	Common Stock	12,000
Option	\$ 54.45	08/30/2018		M		12,000		<u>(12)</u>	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.

(3) 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.

(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.

(6) 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.

(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.

(9) 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.

(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.

Edgar Filing: MARR JOHN S JR - Form 4

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.