

TYLER TECHNOLOGIES INC
Form 4
October 28, 2014

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 *
WOMBLE DUSTIN R

(Last) (First) (Middle)
5101 TENNYSON PARKWAY
(Street)

PLANO, TX 75024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TYLER TECHNOLOGIES INC
[TYL]

3. Date of Earliest Transaction (Month/Day/Year)
10/27/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 10/27/2014 | | M | 1,721 | A | 11 | 207,092 | D (2) |
| Common Stock | 10/27/2014 | | S | 1,721 | D | \$ 103.25 | 205,371 | D (2) |
| Common Stock | 10/28/2014 | | M | 37,500 | A | 3 | 242,871 | D (2) |
| Common Stock | 10/28/2014 | | S | 37,500 | D | \$ 105.25 | 205,371 | D (2) |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option | \$ 12.26 | 10/27/2014 | | M | 1,721 | ⁽⁴⁾ 06/15/2017 | Common Stock | 1,721 |
| Option | \$ 14.93 | 10/28/2014 | | M | 12,500 | ⁽⁵⁾ 12/14/2017 | Common Stock | 12,500 |
| Option | \$ 14.98 | 10/28/2014 | | M | 25,000 | ⁽⁶⁾ 06/13/2018 | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WOMBLE DUSTIN R 5101 TENNYSON PARKWAY PLANO, TX 75024 | X | | Executive Vice President | |

Signatures

/s/ Dustin R.
Womble

10/28/2014

**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 \$12.26 per share.

(2) Includes 150 shares held in a trust for the benefit of Mr. Womble's minor children, a trust in which Mr. Womble is deemed to have sole voting and investment power.

(3)

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37,500 shares were acquired as follows: (a) 12,500 shares acquired through the exercise of stock options with an exercise price of \$14.93 per share; and (b) 25,000 shares acquired through the exercise of stock options with an exercise price of \$14.98 per share.

- (4) Grant has a graded vesting schedule from June 15, 2008 through June 15, 2012. Date exercisable will vary for each vesting tranche.
- (5) Grant has a graded vesting schedule from December 14, 2008 through December 14, 2012. Date exercisable will vary for each vesting tranche.
- (6) Grant has a graded vesting schedule from June 13, 2009 through June 13, 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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