

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 \*  
YEAMAN JOHN M

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)  
10/28/2014

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

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) |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |                  |
| Common Stock                    | 10/28/2014                           |  | S                              | 15,000  | D   | \$ 105.67  | 335,293                           | D <sup>(1)</sup> |
| Common Stock                    | 10/28/2014                           |  | M                              | 29,810  | A   | 2  | 365,103                           | D                |

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

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SEC 1474  
(9-02)

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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                                     | \$ 12.26   | 10/28/2014                           |  | M                              | 2,000   | <u>(3)</u> 06/15/2017                                    | Common Stock  | 2,000                         |
| Option                                     | \$ 14.93   | 10/28/2014                           |  | M                              | 5,000   | <u>(4)</u> 12/14/2017                                    | Common Stock  | 5,000                         |
| Option                                     | \$ 15  | 10/28/2014                           |  | M                              | 22,810  | <u>(5)</u> 05/15/2018                                    | Common Stock  | 22,810                        |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| YEAMAN JOHN M<br>5101 TENNYSON PARKWAY<br>PLANO, TX 75024 | X             |           | Chairman of the Board |       |

## Signatures

/s/ John M. Yeaman  
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) Includes 7,300 shares held in a foundation in which Mr. Yeaman is deemed to have shared voting power.  
Acquired as follows: (a) 22,810 shares acquired through the exercise of stock options with an exercise price of \$15.00 per share; (b) 5,000 shares acquired through the exercise of stock options with an exercise price of \$14.93 per share; and (c) 2,000 shares acquired through the exercise of stock options with an exercise price of \$12.26 per share.
- (2) Grant has a graded vesting schedule from June 15, 2008 through June 15, 2010. Date exercisable will vary with each vesting tranche.
- (3) Grant has a graded vesting schedule from December 14, 2008 through December 14, 2010. Date exercisable will vary with each vesting tranche.
- (4) Grant has a graded vesting schedule from May 15, 2009 through May 15, 2011. 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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