

RICHARDS MICHAEL D

Form 4

December 14, 2012

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 *
RICHARDS MICHAEL D

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)
5949 SHERRY LANE, SUITE 1400

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

DALLAS, TX 75225

☒ 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 Indirect Beneficial Ownership (Instr. 4)
Tyler Technologies Common Stock	12/12/2012		M	5,000	A \$ 15.69 (2)	55,000	D
Tyler Technologies Common Stock	12/12/2012		S	5,000	D \$ 47.18	50,000	D
Tyler Technologies Common Stock	12/12/2012		M	3,333	A \$ 17.16 (1)	53,333	D

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Tyler Technologies Common Stock	12/12/2012	S	3,333	D	\$ 47.19	50,000	D
Tyler Technologies Common Stock	12/12/2012	M	1,666	A	\$ 24.7 ₍₃₎	51,666	D
Tyler Technologies Common Stock	12/12/2012	S	1,666	D	\$ 47.2	50,000	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option	\$ 15.69	12/12/2012		M	5,000	05/14/2012 05/14/2019	Tyler Technologies Common Stock 5,000
Option	\$ 17.16	12/12/2012		M	3,333	05/13/2012 05/13/2020	Tyler Technologies Common Stock 3,333
Option	\$ 24.7	12/12/2012		M	1,666	05/10/2012 05/10/2021	Tyler Technologies Common Stock 1,666

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RICHARDS MICHAEL D 5949 SHERRY LANE SUITE 1400 DALLAS, TX 75225	X

Signatures

/s/ Michael D. Richards	12/14/2012
**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 \$17.16 per share.
- (2) Acquired through the exercise of stock options with an exercise price of \$15.69 per share.
- (3) Acquired through the exercise of stock options with an exercise price of \$24.70 per share.

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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