

MILLER BRIAN K
 Form 4
 February 28, 2019

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 *
 MILLER BRIAN K

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)
 05/09/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive VP and CFO

PLANO, TX 75024
 (City) (State) (Zip)

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

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 | 02/26/2019 | | M | 2,400 | A | 47,310 | D | |
| Common Stock | 02/26/2019 | | F | 1,455 | D | \$ 205.5 | 45,855 | 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--------|-----|--|-----------------|---|--------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | | Title |
| Restricted Stock Unit | (2) | 05/09/2018 | | A | | 12,000 | | (3) | (3) | Common Stock | 12,000 |
| Restricted Stock Unit | (1) | 02/26/2019 | | M | | 2,400 | | (3) | (3) | Common Stock | 2,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLER BRIAN K 5101 TENNYSON PARKWAY PLANO, TX 75024 | | | Executive VP and CFO | |

Signatures

Brian K. Miller 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-to-one basis.

(2) Each restricted stock unit represents a contingent right to receive one share of Issuer common stock.

(3) On May 9, 2018, the reporting person was granted 12,000 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, 2018, and which will be settled by the Issuer on 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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