

RICHARDS MICHAEL D
 Form 4
 December 14, 2012

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 *
 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
 (Street)

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

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

DALLAS, TX 75225
 (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: Beneficial or Indirect (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| 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.

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.

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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. 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.