TIER TECHNOLOGIES INC

Form 4 May 11, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

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obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

GUENTHER MORGAN P

2. Issuer Name and Ticker or Trading

Symbol

TIER TECHNOLOGIES INC

Issuer

below)

(Check all applicable)

5. Relationship of Reporting Person(s) to

[TIER]

(Middle)

(Month/Day/Year)

3. Date of Earliest Transaction

(Month/Day/Year) 05/11/2010

X_ Director Officer (give title

10% Owner Other (specify

11130 SUNRISE VALLEY DRIVE, SUITE 300

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

RESTON, VA 20191

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed Security

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code

Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

6. Date Exercisable and

7. Title and Amount of Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)	(Instr. 3 and 4	4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Restricted Stock Units	(1)	05/11/2010		A	9,000		05/11/2011(2)	05/11/2011	Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GUENTHER MORGAN P 11130 SUNRISE VALLEY DRIVE SUITE 300 RESTON, VA 20191

X

Signatures

/s/ Keith Omsberg For Morgan P. Guenther

05/11/2010 Date

**Signature of Reporting Person

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).

Each restricted stock unit represents the right to receive a payment of cash equivalent to the fair market value of a share of Tier common stock as of the first anniversary of the date of grant, unless the reporting person ceases to be a member of Tier's board of directors or an employee of Tier before that date, in which case the reporting person will be entitled to receive a cash payment this is prorated based

- (1) employee of Tier before that date, in which case the reporting person will be entitled to receive a cash payment this is prorated based upon the number of days the reporting person served as a board member or employee of Tier during the one year period following the date of grant.
- Payment will be made to the reporting person within thirty (30) days of the earlier of (i) the date the reporting person ceases to be either a member of Tier's board of directors or an employee of Tier and (ii) the first anniversary of the date of grant.

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.

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