

ZEBRA TECHNOLOGIES CORP
 Form 4
 May 19, 2015

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 *
GUSTAFSSON ANDERS

2. Issuer Name and Ticker or Trading Symbol
**ZEBRA TECHNOLOGIES CORP
 [ZBRA]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2015

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

C/O ZEBRA TECHNOLOGIES CORPORATION, 475 HALF DAY ROAD, SUITE 500

(Street)

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

LINCOLNSHIRE, IL 60069

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | | | | | 232,290 | D | |
| Class A Common Stock | 05/15/2015 | | A | 14,418 (9) | \$ 108.2 | 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option | \$ 36.49 | | | | | <u>(1)</u> | 04/24/2018 | Class A Common Stock | 90,000 |
| Stock Appreciation Right | \$ 19.56 | | | | | <u>(2)</u> | 05/07/2019 | Class A Common Stock | 40,000 |
| Stock Appreciation Right | \$ 27.82 | | | | | <u>(3)</u> | 05/06/2020 | Class A Common Stock | 120,200 |
| Stock Appreciation Right | \$ 41.57 | | | | | <u>(4)</u> | 05/05/2021 | Class A Common Stock | 54,400 |
| Stock Appreciation Right | \$ 38.79 | | | | | <u>(5)</u> | 04/30/2022 | Class A Common Stock | 62,200 |
| Stock Appreciation Right | \$ 46.07 | | | | | <u>(6)</u> | 05/03/2023 | Class A Common Stock | 36,200 |
| Stock Appreciation Right | \$ 74.72 | | | | | <u>(7)</u> | 05/08/2024 | Class A Common Stock | 19,400 |
| Stock Appreciation Right | \$ 108.2 | 05/15/2015 | | A | 21,191 | <u>(8)</u> | 05/15/2025 | Class A Common Stock | 21,191 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | Chief Executive Officer | |

GUSTAFSSON ANDERS
C/O ZEBRA TECHNOLOGIES CORPORATION
475 HALF DAY ROAD, SUITE 500
LINCOLNSHIRE, IL 60069

Signatures

/s/ Jim L. Kaput,
attorney-in-fact

05/19/2015

__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) Of the shares subject to such option, 22,500 vested on April 24, 2009, 22,500 vested on April 24, 2010, 22,500 vested on April 24, 2011 and 22,500 vested on April 24, 2012.
- (2) Of the initial 115,000 stock appreciation right shares subject to this SAR, 28,750 shares vested on May 7, 2010, 28,750 shares vested on May 7, 2011, 28,750 shares vested on May 7, 2012 and 28,750 shares vested on May 7, 2013.
- (3) Of the stock appreciation right shares subject to this SAR, 30,074 shares vested on May 6, 2013, 30,074 shares vested on May 6, 2014, and 60,151 shares vest on May 6, 2015.
- (4) Of the stock appreciation right shares subject to this SAR, 13,621 shares vested on May 5, 2012, 13,621 shares vested on May 5, 2013, 13,621 shares vested on May 5, 2014 and 13,621 shares vest on May 5, 2015.
- (5) Of the stock appreciation right shares subject to this SAR, 15,572 shares vested on April 30, 2013, 15,572, vested on April 30, 2014, 15,572, vest on April 30, 2015 and 15,573 vest on April 30, 2016
- (6) Of the stock appreciation right shares subject to this SAR, 9,050 shares vested on May 3, 2014, 9,050 shares vest on May 3, 2015, 9,050 shares vest on May 3, 2016 and 9,051 shares vest on May 3, 2017.
- (7) Of the stock appreciation right shares subject to this SAR, 4,873 shares vest on May 8, 2015, 4,873 vest on May 8, 2016, 4,873 vest on May 8, 2017 and 4,874 vest on May 8, 2018.
- (8) Of the stock appreciation right shares subject to this SAR, 5,297 shares vest on May 15, 2016, 5,298 shares vest on May 15, 2017, 5,298 shares vest on May 15, 2018 and 5,298 shares vest on May 15, 2019.
- (9) Restricted shares that vest May 15, 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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