

ZEBRA TECHNOLOGIES CORP
 Form 4
 February 12, 2016

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)
02/11/2016

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

C/O ZEBRA TECHNOLOGIES CORPORATION, 3 OVERLOOK POINT

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount | | |
| | | | | Code | V | Amount | Price |
| Class A Common Stock | | | | | | 240,708 | D |
| Class A Common Stock | 02/11/2016 | | A | | 32,561 <u>(1)</u> | \$ 0 273,269 | 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 or Number of Shares |
| Employee Stock Option | \$ 36.49 | | | | | <u>(2)</u> | 04/24/2018 | Class A Common Stock | 90,000 |
| Stock Appreciation Right | \$ 19.56 | | | | | <u>(3)</u> | 05/07/2019 | Class A Common Stock | 40,000 |
| Stock Appreciation Right | \$ 27.28 | | | | | <u>(4)</u> | 05/06/2020 | Class A Common Stock | 120,299 |
| Stock Appreciation Right | \$ 41.57 | | | | | <u>(5)</u> | 05/05/2021 | Class A Common Stock | 54,484 |
| Stock Appreciation Right | \$ 38.79 | | | | | <u>(6)</u> | 04/30/2022 | Class A Common Stock | 62,289 |
| Stock Appreciation Right | \$ 46.07 | | | | | <u>(7)</u> | 05/03/2023 | Class A Common Stock | 36,201 |
| Stock Appreciation Right | \$ 74.72 | | | | | <u>(7)</u> | 05/08/2024 | Class A Common Stock | 19,493 |
| Stock Appreciation Right | \$ 108.2 | | | | | <u>(7)</u> | 05/15/2025 | Class A Common Stock | 21,191 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

GUSTAFSSON ANDERS
 C/O ZEBRA TECHNOLOGIES CORPORATION
 3 OVERLOOK POINT
 LINCOLNSHIRE, IL 60069

X

Chief Executive Officer

Signatures

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

02/12/2016

**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) Previously unreportable performance based restricted stock granted May 3, 2013 with a 3 year performance period ended December 31, 2015. Converted to restricted shares as of February 11, 2016 performance certification with May 3, 2016 vesting date.
 - (2) Of the stock appreciation right shares subject to this SAR, 22,500 shares vested on each of April 24, 2009, April 24, 2010, April 24, 2011, April 24, 2012.
 - (3) Of the stock appreciation right shares subject to this SAR, 28,750 shares vested on each of May 7, 2010, May 7, 2011, May 7, 2012 and May 7, 2013.
 - (4) 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 vested on May 6, 2015.
 - (5) Of the stock appreciation right shares subject to this SAR, 13,621 shares vested on each of May 5, 2012, May 5, 2013, May 5, 2014 and May 5, 2015.
 - (6) Of the stock appreciation right shares subject to this SAR, 15,572 shares vested on each of April 30, 2013, April 30, 2014, and April 30, 2015 and 15,573 shares vest on April 30, 2016.
 - (7) Of the stock appreciation right shares subject to this SAR, 9,050 shares vested on May 3, 2014 and May 3, 2015, 9,050 shares vest on May 3, 2016 and 9,051 shares vest on May 3, 2017.

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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