

ZEBRA TECHNOLOGIES CORP
 Form 4
 May 15, 2017

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

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2017

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | | | | | 274,887 | D | |
| Class A Common Stock | 05/11/2017 | | A | 20,229 (1) | \$ 98.87 | 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)

displays a currently valid OMB control number.

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>(2)</u> | 04/24/2018 | Class A Common Stock | 25,000 |
| 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 | 120,200 |
| Stock Appreciation Right | \$ 41.57 | | | | | <u>(5)</u> | 05/05/2021 | Class A Common Stock | 54,400 |
| Stock Appreciation Right | \$ 38.79 | | | | | <u>(6)</u> | 04/30/2022 | Class A Common Stock | 62,200 |
| Stock Appreciation Right | \$ 46.07 | | | | | <u>(7)</u> | 05/03/2023 | Class A Common Stock | 36,200 |
| Stock Appreciation Right | \$ 74.72 | | | | | <u>(8)</u> | 05/08/2024 | Class A Common Stock | 19,400 |
| Stock Appreciation Right | \$ 108.2 | | | | | <u>(9)</u> | 05/15/2025 | Class A Common Stock | 21,100 |
| Stock Appreciation Right | \$ 51.42 | | | | | <u>(10)</u> | 05/12/2026 | Class A Common Stock | 42,200 |
| Stock Appreciation Right | \$ 98.87 | 05/11/2017 | | A | 33,514 | <u>(11)</u> | 05/11/2027 | Class A Common Stock | 33,514 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | 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

05/15/2017

__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 shares vest on May 11, 2020.
 - (2) Of the stock appreciation rights subject to this SAR, 2,500 vested on April 24, 2011 and 22,500 vested on April 24, 2012.
 - (3) Of the stock appreciation rights subject to this SAR, 11,250 vested on May 7, 2012 and 28,750 vested on May 7, 2013.
 - (4) Of the stock appreciation rights subject to this SAR, 30,074 vested on May 6, 2013, 30,074 vested on May 6, 2014 and 60,151 vested on May 6, 2015.
 - (5) Of the stock appreciation rights subject to this SAR, 13,621 vested on each of May 5, 2012, May 5, 2013, May 5, 2014 and May 5, 2015.
 - (6) Of the stock appreciation rights subject to this SAR, 15,572 vested on each of April 30, 2013, April 30, 2014, and April 30, 2015 and 15,573 vested on April 30, 2016.
 - (7) Of the stock appreciation rights subject to this SAR, 9,050 vested on each of May 3, 2014, May 3, 2015 and May 3, 2016 and 9,051 vested on May 3, 2017.
 - (8) Of the stock appreciation rights subject to this SAR, 4,873 vested on each of May 8, 2015, May 8, 2016 and May 8, 2017 and 4,874 vest on May 8, 2018.
 - (9) Of the stock appreciation rights subject to this SAR, 5,297 vested on May 15, 2016, 5,298 vested on May 15, 2017, 5,298 vest on May 15, 2018 and 5,298 vest on May 15, 2019.
 - (10) Of the stock appreciation rights subject to this SAR, 10,564 vested on May 12, 2017, 10,564 vest on May 12, 2018, 10,564 vest on May 12, 2019 and 10,564 vest on May 12, 2020.
 - (11) Of the stock appreciation rights subject to this SAR, 8,378 vest on May 11, 2018, 8,378 vest on May 11, 2019, 8,379 vest on May 11, 2020 and 8,379 vest on May 11, 2021.

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.