

GUSTAFSSON ANDERS

Form 4

February 21, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

C/O ZEBRA TECHNOLOGIES
CORPORATION, 3 OVERLOOK
POINT

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2019

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

(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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock					372,903	D	
Class A Common Stock	02/19/2019		S	12,635 D	\$ 200.73 360,268	D	
Class A Common Stock	02/20/2019		S	438 D	\$ 200 359,830	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Stock Appreciation Right	\$ 41.57					<u>(1)</u>	05/05/2021	Class A Common Stock		54,484
Stock Appreciation Right	\$ 38.79					<u>(2)</u>	04/30/2022	Class A Common Stock		62,289
Stock Appreciation Right	\$ 46.07					<u>(3)</u>	05/03/2023	Class A Common Stock		36,201
Stock Appreciation Right	\$ 74.72					<u>(4)</u>	05/08/2024	Class A Common Stock		19,493
Stock Appreciation Right	\$ 108.2					<u>(5)</u>	05/15/2025	Class A Common Stock		21,191
Stock Appreciation Right	\$ 51.42					<u>(6)</u>	05/12/2026	Class A Common Stock		42,256
Stock Appreciation Right	\$ 98.87					<u>(7)</u>	05/11/2024	Class A Common Stock		33,514
Stock Appreciation Right	\$ 149.57					<u>(8)</u>	05/10/2025	Class A Common Stock		25,214

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/ Cristen Kogl,
Attorney-in-fact

02/21/2019

__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 stock appreciation rights subject to this SAR, 13,621 vest on each of May 5, 2012, May 5, 2013, May 5, 2014 and May 5, 2015.
- (2) Of the stock appreciation rights subject to this SAR, 15,572 vest on each of April 30, 2013, April 30, 2014, and April 30, 2015 and 15,573 vest on April 30, 2016.
- (3) Of the stock appreciation rights subject to this SAR, 9,050 vest on each of May 3, 2014, May 3, 2015 and May 3, 2016 and 9,051 vest on May 3, 2017.
- (4) Of the stock appreciation rights subject to this SAR, 4,873 vest on each of May 8, 2015, May 8, 2016 and May 8, 2017 and 4,874 vest on May 8, 2018.
- (5) Of the stock appreciation rights subject to this SAR, 5,297 vest on May 15, 2016, 5,298 vest on May 15, 2017, 5,298 vest on May 15, 2018 and 5,298 vest on May 15, 2019.
- (6) Of the stock appreciation rights subject to this SAR, 10,564 vest 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.
- (7) 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.
- (8) Of the stock appreciation rights subject to this SAR, 6,303 vest on May 10, 2019, 6,303 vest on May 10, 2020, 6,304 vest on May 10, 2021 and 6,304 vest on May 10, 2022.

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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