

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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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 *
KAPUT JIM L

(Last) (First) (Middle)

C/O ZEBRA TECHNOLOGIES CORPORATION, 3 OVERLOOK POINT

(Street)

LINCOLNSHIRE, IL 60069

(City) (State) (Zip)

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, General Counsel & Secy

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | | | | | 27,620 | D | |
| Class A Common Stock | 05/11/2017 | | S | 10,000 | \$ 99.23 | D | |
| Class A Common Stock | 05/11/2017 | | A | 3,116 (1) | \$ 98.87 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Appreciation Right | \$ 38.79 | | | | | (2) 04/30/2022 | Class A Common Stock 2,959 |
| Stock Appreciation Right | \$ 46.07 | | | | | (3) 05/03/2023 | Class A Common Stock 3,983 |
| Stock Appreciation Right | \$ 74.72 | | | | | (4) 05/08/2024 | Class A Common Stock 4,406 |
| Stock Appreciation Right | \$ 108.2 | | | | | (5) 05/15/2025 | Class A Common Stock 3,587 |
| Stock Appreciation Right | \$ 51.42 | | | | | (6) 05/12/2026 | Class A Common Stock 7,395 |
| Stock Appreciation Right | \$ 98.87 | 05/11/2017 | | A | 5,162 | (7) 05/11/2027 | Class A Common Stock 5,162 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KAPUT JIM L C/O ZEBRA TECHNOLOGIES CORPORATION | | | SVP, General Counsel & Secy | |

3 OVERLOOK POINT
LINCOLNSHIRE, IL 60069

Signatures

/s/ Jim L. Kaput

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, 2,959 vested on April 30, 2016.
- (3) Of the stock appreciation rights subject to this SAR, 1,991 vested on May 3, 2016 and 1,992 vested on May 3, 2017.
- (4) Of the stock appreciation rights subject to this SAR, 1,101 vested on May 8, 2015, 1,101 vested on May 8, 2016, 1,102 vested on May 8, 2017 and 1,102 vest on May 8, 2018.
- (5) Of the stock appreciation rights subject to this SAR, 896 vested on May 15, 2016, 897 vested on May 15, 2017, 897 vest on May 15, 2018 and 897 vest on May 15, 2019.
- (6) Of the stock appreciation rights subject to this SAR, 1,848 vested on May 12, 2017, 1,849 vest on May 12, 2018, 1,849 vest on May 12, 2019 and 1,849 vest on May 12, 2020.
- (7) Of the stock appreciation rights subject to this SAR, 1,290 vest on May 11, 2018, 1,290 vest on May 11, 2019, 1,291 vest on May 11, 2020 and 1,291 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.