

ZEBRA TECHNOLOGIES CORP

Form 4

May 12, 2014

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 *
Cho Michael

(Last) (First) (Middle)

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

(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)
05/08/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
SVP, Corporate Development

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4)
Class A Common Stock				(A) or (D)			
			Code	V	Amount		Price
Class A Common Stock	05/08/2014		M		1,080	A	\$ 30.08
						7,686	D
Class A Common Stock	05/08/2014		M		1,086	A	\$ 38.79
						9,852	D

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Class A Common Stock	05/08/2014	M	589	A	\$ 41.57	10,441	D
Class A Common Stock	05/08/2014	M	548	A	\$ 46.07	10,989	D
Class A Common Stock	05/08/2014	F	807	D	\$ 74.51	10,182	D
Class A Common Stock	05/09/2014	S	902	D	\$ 74.34	9,280	D
Class A Common Stock	05/09/2014	S	1,187	D	\$ 74.21	8,093	D
Class A Common Stock	05/08/2014	A	<u>1,767</u> (7)	A	\$ 0	9,860	D

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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Num of Shar
Stock Appreciation Right	\$ 32.04					(1) 09/15/2021	Class A Common Stock 92
Stock Appreciation Right	\$ 30.08	05/08/2014		M	1,370	(2) 03/15/2020	Class A Common Stock 1,3
Stock Appreciation	\$ 41.57	05/08/2014		M	1,008	(3) 05/05/2021	Class A Common 1,0

Right								Stock	
Stock Appreciation Right	\$ 38.79	05/08/2014	M	1,713	<u>(4)</u>	04/30/2022	Class A Common Stock	1,713	
Stock Appreciation Right	\$ 46.07	05/08/2014	M	1,086	<u>(5)</u>	05/03/2023	Class A Common Stock	1,086	
Stock Appreciation Right	\$ 74.72	05/08/2014	A	2,573	<u>(6)</u>	05/08/2024	Class A Common Stock	2,573	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cho Michael C/O ZEBRA TECHNOLOGIES CORPORATION 475 HALF DAY ROAD, SUITE 500 LINCOLNSHIRE, IL 60069			SVP, Corporate Development	

Signatures

Jim L. Kaput,
attorney-in-fact

****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, 463 vest on September 15, 2014 and 464 vest on September 15, 2015.
- (2) Of the stock appreciation rights subject to this SAR, 1,370 vested on March 15, 2014.
- (3) Of the stock appreciation rights subject to this SAR, 1,008 vested on May 5, 2014 and 1,008 vest on May 5, 2015.
- (4) Of the stock appreciation right shares subject to this SAR, 1,713, vested on April 30, 2014, 1,713, vest on April 30, 2015 and 1,713 vest on April 30, 2016.
- (5) Of the stock appreciation right shares subject to this SAR, 1,086 vested on May 3, 2014, 1,086 shares vest on May 3, 2015, 1,086 shares vest on May 3, 2016 and 1,087 shares vest on May 3, 2017.
- (6) Of the stock appreciation right shares subject to this SAR, 643 shares vest on May 8, 2015, 643 vest on May 8, 2016, 643 vest on May 8, 2017 and 644 vest on May 8, 2018.
- (7) Restricted shares that vest on May 8, 2017.

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.