

ZEBRA TECHNOLOGIES CORP

Form 4

May 19, 2015

**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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response... 0.5

(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)  
05/15/2015

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 below) \_\_\_\_ Other (specify 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 or Disposed of (D) (Instr. 3, 4 and 5)  (A) or (D)	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					9,214	D	
Class A Common Stock	05/15/2015		A	1,442 (6)	A \$ 108.2 10,656	D	
Class A Common Stock	05/15/2015		M	625	A \$ 41.57 11,281	D	

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Class A Common Stock	05/15/2015	M	1,106	A	\$ 37.79	12,387	D
Class A Common Stock	05/15/2015	M	629	A	\$ 46.07	13,016	D
Class A Common Stock	05/15/2015	M	204	A	\$ 74.72	13,220	D
Class A Common Stock	05/15/2015	F	285	D	\$ 109.49	12,935	D
Class A Common Stock	05/15/2015	F	505	D	\$ 109.49	12,430	D
Class A Common Stock	05/15/2015	F	287	D	\$ 109.49	12,143	D
Class A Common Stock	05/15/2015	F	93	D	\$ 109.49	12,050	D
Class A Common Stock	05/15/2015	S	4,842	D	\$ 109	7,208	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)

**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 Number of Shares
Stock Appreciation	\$ 32.04							<u>(1)</u>	09/15/2021	Class A Common	40

Right								Stock	
Stock								Class A	
Appreciation	\$ 41.57	05/15/2015	M	1,008	(7)	05/05/2021	Common	Stock	1,0
Right									
Stock								Class A	
Appreciation	\$ 38.79	05/15/2015	M	1,713	(2)	04/30/2022	Common	Stock	1,7
Right									
Stock								Class A	
Appreciation	\$ 46.07	05/15/2015	M	1,086	(3)	05/03/2023	Common	Stock	1,0
Right									
Stock								Class A	
Appreciation	\$ 74.72	05/15/2015	M	643	(4)	05/08/2024	Common	Stock	64
Right									
Stock								Class A	
Appreciation	\$ 108.2	05/15/2015	A	2,120	(5)	05/15/2025	Common	Stock	2,1
Right									

## 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

05/19/2015

\_\_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, 464 vest on September 15, 2015.
- (2) Of the stock appreciation right shares subject to this SAR, 1,713 vested on April 30, 2015 and 1,713 vest on April 30, 2016.
- (3) Of the stock appreciation right shares subject to this SAR, 1,086 shares vested on May 3, 2015, 1,086 shares vest on May 3, 2016 and 1,087 shares vest on May 3, 2017.
- (4) Of the stock appreciation right shares subject to this SAR, 643 shares vested on May 8, 2015, 643 vest on May 8, 2016, 643 vest on May 8, 2017 and 644 vest on May 8, 2018.
- (5) Of the stock appreciation right shares subject to this SAR, 530 shares vest on May 15, 2016, 530 shares vest on May 15, 2017, 530 shares vest on May 15, 2018 and 530 shares vest on May 15, 2019.
- (6) Restricted shares that vest May 15, 2018.
- (7) Fully exercisable

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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