

ZEBRA TECHNOLOGIES CORP

Form 4

February 12, 2016

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GAGNIER HUGH K**

(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)  
**02/10/2016**

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, AIT

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. 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
						37,202	D
Class A Common Stock	02/10/2016		A		8,792 (1)	A \$ 0 45,994	D

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

**Persons who respond to the collection of  
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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)		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					(2)	05/05/2021	Class A Common Stock		7,649
Stock Appreciation Right	\$ 38.79					(3)	04/30/2022	Class A Common Stock		15,572
Stock Appreciation Right	\$ 46.07					(4)	05/03/2023	Class A Common Stock		9,775
Stock Appreciation Right	\$ 74.72					(5)	05/08/2024	Class A Common Stock		5,458
Stock Appreciation Right	\$ 108.2					(6)	05/15/2025	Class A Common Stock		4,619

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

GAGNIER HUGH K  
C/O ZEBRA TECHNOLOGIES CORPORATION  
3 OVERLOOK POINT  
LINCOLNSHIRE, IL 60069

SVP, AIT

## Signatures

/s/ Jim L Kaput,  
Attorney-in-fact

02/12/2016

\_\_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) Previously unreportable performance based restricted stock granted May 3, 2013 with a 3 year performance period ended December 31, 2015. Converted to restricted shares as of February 10, 2016 performance certification with May 3, 2016 vesting date.
- (2) Of the stock appreciation right shares subject to this SAR, 3,129 shares vested on each of May 5, 2012, May 5, 2013, May 5, 2014 and May 5, 2015.
- (3) Of the stock appreciation right shares subject to this SAR, 3,893 shares vested on each of April 20, 2013, April 20, 2014 and April 20, 2015 and 3,893 shares vest on April 20, 2016.
- (4) Of the stock appreciation right shares subject to this SAR, 2,443 shares vested on May 3, 2014, 2,444 shares vested on May 3, 2015, 2,444 shares vest on May 3, 2016 and 2,444 shares vest on May 3, 2017.
- (5) Of the stock appreciation right shares subject to this SAR, 1,364 shares vest on May 8, 2016, 1,365 shares vest on May 8, 2017, 1,365 shares vest on May 8, 2018.
- (6) Of the stock appreciation right shares subject to this SAR, 1,154 shares vest on May 15, 2016, 1,155 shares vest on May 15, 2017, 1,155 shares vest on May 15, 2018 and 1,155 shares vest on May 15, 2019.

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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