

ZEBRA TECHNOLOGIES CORP

Form 4

May 16, 2016

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Cho Michael

(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)  
05/12/20164. 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, Corporate Development6. 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 Ownership (Instr. 4)
Class A Common Stock				(A) or (D)			
			Code	V	Amount		Price
Class A Common Stock	05/12/2016		A		3,307 (1)	A	\$ 51.42
					7,697	D	
					11,004	D	

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 32.04							(2)	09/15/2021	Class A Common Stock	464
Stock Appreciation Right	\$ 38.79							(3)	04/30/2022	Class A Common Stock	1,713
Stock Appreciation Right	\$ 46.07							(4)	05/03/2023	Class A Common Stock	2,173
Stock Appreciation Right	\$ 74.72							(5)	05/08/2024	Class A Common Stock	1,930
Stock Appreciation Right	\$ 108.2							(6)	05/15/2025	Class A Common Stock	2,120
Stock Appreciation Right	\$ 51.42	05/12/2016		A		4,276		(7)	05/12/2026	Class A Common Stock	4,276

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director      10% Owner      Officer      Other
Cho Michael C/O ZEBRA TECHNOLOGIES CORPORATION 3 OVERLOOK POINT LINCOLNSHIRE, IL 60069	SVP, Corporate Development

## Signatures

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

05/16/2016

\_\_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) Restricted shares that will vest on May 12, 2019.
- (2) Of the stock appreciation rights subject to this SAR, 464 shares vested on September 15, 2015.
- (3) Of the stock appreciation right shares subject to this SAR, 1,713 shares vested on April 30, 2015 and 1,173 shares vest on April 30, 2016.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) Of the stock appreciation right shares subject to this SAR, 1,069 shares will vest on each of May 12, 2017, May 12, 2018, May 12, 2019 and May 12, 2020.

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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