

ZEBRA TECHNOLOGIES CORP

Form 4

May 15, 2017

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 *
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
__X__ Officer (give title ____ Other (specify
below) below)
SVP, General Counsel & Secy

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)	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	05/11/2017		S		10,000	D	\$ 99.23
Class A Common Stock	05/11/2017		A		3,116 (1)	A	\$ 98.87
							27,620
							17,620
							20,736

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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							<u>(2)</u>	04/30/2022	Class A Common Stock	2,959
Stock Appreciation Right	\$ 46.07							<u>(3)</u>	05/03/2023	Class A Common Stock	3,983
Stock Appreciation Right	\$ 74.72							<u>(4)</u>	05/08/2024	Class A Common Stock	4,406
Stock Appreciation Right	\$ 108.2							<u>(5)</u>	05/15/2025	Class A Common Stock	3,587
Stock Appreciation Right	\$ 51.42							<u>(6)</u>	05/12/2026	Class A Common Stock	7,395
Stock Appreciation Right	\$ 98.87	05/11/2017		A		5,162		<u>(7)</u>	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.

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