

ZEBRA TECHNOLOGIES CORP
 Form 4
 May 16, 2016

FORM 4

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

OMB APPROVAL

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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 *
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)
05/12/2016

4. 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, General Counsel & Secy

6. 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | | | | | 24,385 | D | |
| Class A Common Stock | 05/12/2016 | | A | 5,718 (1) | \$ 51.42 | 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)

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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 | | | | | (2) | 04/30/2022 | Class A Common Stock | 2,959 |
| Stock Appreciation Right | \$ 46.07 | | | | | (3) | 05/03/2023 | Class A Common Stock | 3,983 |
| Stock Appreciation Right ⁽²⁾ | \$ 74.72 | | | | | (4) | 05/08/2024 | Class A Common Stock | 4,406 |
| Stock Appreciation Right | \$ 108.2 | | | | | (5) | 05/15/2025 | Class A Common Stock | 3,587 |
| Stock Appreciation Right | \$ 51.42 | 05/12/2016 | | A | 7,395 | (6) | 05/12/2026 | Class A Common Stock | 7,395 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KAPUT JIM L
C/O ZEBRA TECHNOLOGIES CORPORATION
3 OVERLOOK POINT
LINCOLNSHIRE, IL 60069

SVP, General Counsel & Secy

Signatures

/s/ Jim L. Kaput

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 right shares subject to this SAR, 2,958 shares vest on April 30, 2016.
- (3) Of the stock appreciation right shares subject to this SAR, 1,991 shares vested on May 3, 2014, 1,991 shares vested on May 3, 2015, 1,991 shares vest on May 3, 2016 and 1,992 shares vest on May 3, 2017.
- (4) Of the stock appreciation right shares subject to this SAR, 1,101 shares vested on May 8, 2015, 1,101 shares vest on May 8, 2016, 1,102 shares vest on May 8, 2017 and 1,102 shares vest on May 8, 2018.
- (5) Of the stock appreciation right shares subject to this SAR, 897 shares vest on May 15, 2016, 897 shares vest on May 15, 2017, 897 shares vest on May 15, 2018 and 897 shares vest on May 15, 2019.
- (6) Of the stock appreciation right shares subject to this SAR, 1,848 shares will vest on May 12, 2017, 1,849 shares will vest on May 12, 2018, 1,849 shares will vest on May 12, 2019 and 1,849 shares will vest on 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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