

ZEBRA TECHNOLOGIES CORP
Form 4
May 12, 2014

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 *
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)
05/08/2014

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, Corporate Development

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 | | | | | 7,686 | D | |
| Class A Common Stock | 05/08/2014 | | M | 1,080 | A \$ 30.08 | 8,766 | D |
| Class A Common Stock | 05/08/2014 | | M | 1,086 | A \$ 38.79 | 9,852 | D |

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| | | | | | | | | |
|----------------------------|------------|--|---|---------------------|---|-------------|--------|---|
| Class A Common Stock | 05/08/2014 | | M | 589 | A | \$ 41.57 | 10,441 | D |
| Class A Common Stock | 05/08/2014 | | M | 548 | A | \$ 46.07 | 10,989 | D |
| Class A Common Stock | 05/08/2014 | | F | 807 | D | \$ 74.51 | 10,182 | D |
| Class A Common Stock | 05/09/2014 | | S | 902 | D | \$ 74.34 | 9,280 | D |
| Class A Common Stock | 05/09/2014 | | S | 1,187 | D | \$ 74.21 | 8,093 | D |
| Class A Common Stock | 05/08/2014 | | A | <u>1,767</u> (7) | A | \$ 0 | 9,860 | D |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Stock Appreciation Right | \$ 32.04 | | | | | (1) 09/15/2021 | Class A Common Stock |
| Stock Appreciation Right | \$ 30.08 | 05/08/2014 | | M | 1,370 | (2) 03/15/2020 | Class A Common Stock |
| Stock Appreciation | \$ 41.57 | 05/08/2014 | | M | 1,008 | (3) 05/05/2021 | Class A Common |

| Right | Stock | Appreciation | Grant Date | Exercise Date | Exercise Price | Shares | Notes | Expiration Date | Class | Shares |
|-------|-------|--------------|------------|---------------|----------------|--------|-------|-----------------|----------------------|--------|
| Right | Stock | \$ 38.79 | 05/08/2014 | M | | 1,713 | (4) | 04/30/2022 | Class A Common Stock | 1,713 |
| Right | Stock | \$ 46.07 | 05/08/2014 | M | | 1,086 | (5) | 05/03/2023 | Class A Common Stock | 1,086 |
| Right | Stock | \$ 74.72 | 05/08/2014 | A | | 2,573 | (6) | 05/08/2024 | Class A Common Stock | 2,573 |

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

05/12/2014

**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, 463 vest on September 15, 2014 and 464 vest on September 15, 2015.
- (2) Of the stock appreciation rights subject to this SAR, 1,370 vested on March 15, 2014.
- (3) Of the stock appreciation rights subject to this SAR, 1,008 vested on May 5, 2014 and 1,008 vest on May 5, 2015.
- (4) Of the stock appreciation right shares subject to this SAR, 1,713, vested on April 30, 2014, 1,713, vest on April 30, 2015 and 1,713 vest on April 30, 2016.
- (5) Of the stock appreciation right shares subject to this SAR, 1,086 vested on May 3, 2014, 1,086 shares vest on May 3, 2015, 1,086 shares vest on May 3, 2016 and 1,087 shares vest on May 3, 2017.
- (6) Of the stock appreciation right shares subject to this SAR, 643 shares vest on May 8, 2015, 643 vest on May 8, 2016, 643 vest on May 8, 2017 and 644 vest on May 8, 2018.
- (7) Restricted shares that vest on May 8, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.