KAPUT JIM L Form 4 March 07, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number:

Person

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may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KAPUT JIM L Issuer Symbol ZEBRA TECHNOLOGIES CORP (Check all applicable) [ZBRA] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) C/O ZEBRA TECHNOLOGIES 03/07/2018 SVP, General Counsel & Secy CORPORATION, 3 OVERLOOK **POINT** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

LINCOLNSHIRE, IL 60069

| (City) | (State) | (Zip) Tabl | le I - Non-I | Derivative | Secu | rities Acqu | ired, Disposed of | , or Beneficiall | y Owned |
|--------------------------------------|---|---|-----------------|--|------|--------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | 4. Securities Acor(A) or Disposed (Instr. 3, 4 and or Amount (D) | | d of (D) | 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 | | | | | | | 23,374 | D | |
| Class A Common Stock | 03/07/2018 | | M | 2,717 | A | \$ 46.07 | 26,091 | D | |
| Class A Common Stock | 03/07/2018 | | S | 2,717 | D | \$ 145.24 | 23,374 | D | |

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| Class A Common Stock | 03/07/2018 | M | 2,167 | A | \$ 38.79 | 25,541 | D |
|----------------------------|------------|---|-------|---|--------------|--------|---|
| Class A Common Stock | 03/07/2018 | S | 2,167 | D | \$ 145.24 | 23,374 | 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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

| 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) | Secur Acqu (A) o Dispo | urities uired or oosed of rr. 3, 4, | 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 | 03/07/2018 | | M | | 2,959 | <u>(1)</u> | 04/30/2022 | Class A Common Stock | 2,959 |
| Stock Appreciation Right | \$ 46.07 | 03/07/2018 | | M | | 3,983 | (2) | 05/03/2023 | Class A Common Stock | 3,983 |
| Stock Appreciation Right | \$ 74.72 | | | | | | <u>(3)</u> | 05/08/2024 | Class A Common Stock | 4,406 |
| Stock Appreciation Right | \$ 108.2 | | | | | | <u>(4)</u> | 05/15/2025 | Class A Common Stock | 3,587 |
| Stock Appreciation Right | \$ 51.42 | | | | | | <u>(5)</u> | 05/12/2026 | Class A Common Stock | 7,395 |
| Stock Appreciation Right | \$ 98.87 | | | | | | <u>(6)</u> | 05/11/2027 | Class A Common Stock | 5,162 |

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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

03/07/2018

**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, 2,959 vest on April 30, 2016.
- (2) Of the stock appreciation rights subject to this SAR, 1,991 vest on May 3, 2016 and 1,992 vest on May 3, 2017.
- (3) Of the stock appreciation rights subject to this SAR, 1,101 vest on May 8, 2015, 1,101 vest on May 8, 2016, 1,102 vest on May 8, 2017 and 1,102 vest on May 8, 2018.
- (4) Of the stock appreciation rights subject to this SAR, 896 vest on May 15, 2016, 897 vest on May 15, 2017, 897 vest on May 15, 2018 and 897 vest on May 15, 2019.
- (5) Of the stock appreciation rights subject to this SAR, 1,848 vest 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.
- (6) 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. 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.

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