

Kogl Cristen L
 Form 4
 February 07, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Kogl Cristen L

2. Issuer Name and Ticker or Trading Symbol
 ZEBRA TECHNOLOGIES CORP
 [ZBRA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/06/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, General Counsel & Secty

3 OVERLOOK POINT

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LINCOLNSHIRE, IL 60069

(City) (State) (Zip)

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 | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | | | | | | 3,609 | D |
| Class A Common Stock | 02/06/2019 | | A | | 2,801 <u>(1)</u> | A \$ 0 6,410 | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Appreciation Right | \$ 85.82 | | | | | <u>(2)</u> 03/19/2025 | Class A Common Stock | 418 |
| Stock Appreciation Right | \$ 108.2 | | | | | <u>(3)</u> 05/15/2025 | Class A Common Stock | 753 |
| Stock Appreciation Right | \$ 51.42 | | | | | <u>(4)</u> 05/12/2026 | Class A Common Stock | 1,007 |
| Stock Appreciation Right | \$ 98.87 | | | | | <u>(5)</u> 05/11/2024 | Class A Common Stock | 930 |
| Stock Appreciation Right | \$ 103.84 | | | | | <u>(6)</u> 08/09/2024 | Class A Common Stock | 719 |
| Stock Appreciation Right | \$ 149.97 | | | | | <u>(7)</u> 05/10/2025 | Class A Common Stock | 862 |
| Stock Appreciation Right | \$ 171.74 | | | | | <u>(8)</u> 09/01/2025 | Class A Common Stock | 732 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kogl Cristen L 3 OVERLOOK POINT LINCOLNSHIRE, IL 60069 | | | SVP, General Counsel & Secty | |

Signatures

/s/ Derek Spychalski,
Attorney-In-Fact

02/07/2019

__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) Previously unreportable performance based restricted stock (PVRS) granted May 12, 2016 with a 3-year performance period ended December 31, 2018. Converted to restricted shares as of February 6, 2019 performance certification with May 12, 2019 vesting date.
- (2) Of the stock appreciation rights subject to this SAR, 418 vest on March 19, 2019.
- (3) Of the stock appreciation rights subject to this SAR, 188 vest on May 15, 2016, 188 vest on May 15, 2017, 188 vest on May 15, 2018 and 189 vest on May 15, 2019.
- (4) Of the stock appreciation rights subject to this SAR, 503 vest on May 12, 2019 and 504 vest on May 12, 2020.
- (5) Of the stock appreciation rights subject to this SAR, 310 vest on May 11, 2019, 310 vest on May 11, 2020 and 310 vest on May 11, 2021.
- (6) Of the stock appreciation rights subject to this SAR, 239 vest on August 9, 2019, 240 vest on August 9, 2020 and 240 vest on August 9, 2021.
- (7) Of the stock appreciation rights subject to this SAR, 215 vest on May 10, 2019, 215 vest on May 10, 2020, 216 vest on May 10, 2021 and 216 vest on May 10, 2022.
- (8) Of the stock appreciation rights subject to this SAR, 183 vest on September 1, 2019, 183 vest on September 1, 2020, 183 vest on September 1, 2021 and 183 vest on September 1, 2022.

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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