

ZEBRA TECHNOLOGIES CORP

Form 4

May 19, 2015

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 *
GAGNIER HUGH K

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)

30601 AGOURA ROAD

(Street)

AGOURA HILLS, CA 91301

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2015

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

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
SVP Global Operations

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 (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)
Class A Common Stock				(A) or (D)			
			Code	V	Amount		Price
					34,059	D	
Class A Common Stock	05/15/2015		A	3,143 (7)	A \$ 108.2	37,202	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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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 Share
Employee Stock Option	\$ 36.49							<u>(1)</u>	04/24/2018	Class A Common Stock	7,822
Stock Appreciation Right	\$ 41.57							<u>(2)</u>	05/05/2021	Class A Common Stock	7,649
Stock Appreciation Right	\$ 38.79							<u>(3)</u>	04/30/2022	Class A Common Stock	15,572
Stock Appreciation Right	\$ 46.07							<u>(4)</u>	05/03/2023	Class A Common Stock	9,775
Stock Appreciation Right	\$ 74.72							<u>(5)</u>	05/08/2024	Class A Common Stock	5,458
Stock Appreciation Right	\$ 108.2	05/15/2015		A		4,619		<u>(6)</u>	05/15/2025	Class A Common Stock	4,619

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GAGNIER HUGH K 30601 AGOURA ROAD AGOURA HILLS, CA 91301	SVP Global Operations

Signatures

/s/ Jim L. Kaput,
attorney-in-fact 05/19/2015

__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 shares subject to such option, 3,620 vested on April 24, 2009, 3,620 vested on April 24, 2010, 3,620 vested on April 24, 2011 and 3,620 vested on April 24, 2012.
- (2) Of the stock appreciation right shares subject to this SAR, 3,129 shares vested on May 5, 2012, 3,129 shares vested on May 5, 2013, 3,129 vested on May 5, 2014 and 3,129 shares vest on May 5, 2015.
- (3) Of the stock appreciation right shares subject to this SAR, 3,893 shares vested on April 30, 2013, 3,893, vested on April 30, 2014, 3,893, vest on April 30, 2015 and 3,893 vest on April 30, 2016.
- (4) Of the stock appreciation right shares subject to this SAR, 2,443 shares vested on May 3, 2014, 2,444 shares vest on May 3, 2015, 2,444 shares vest on May 3, 2016 and 2,444 shares vest on May 3, 2017.
- (5) Of the stock appreciation right shares subject to this SAR, 1,364 shares vest on May 8, 2015, 1,364 vest on May 8, 2016, 1,365 vest on May 8, 2017 and 1,365 vest on May 8, 2018
- (6) Of the stock appreciation right shares subject to this SAR, 1,154 shares vest on May 15, 2016, 1,155 shares vest on May 15, 2017, 1,155 shares vest on May 15, 2018 and 1,155 shares vest on May 15, 2019.
- (7) Restricted shares that vest May 15, 2018.

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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