#### **GUSTAFSSON ANDERS**

Form 4

February 09, 2018

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

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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

may continue. 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 **GUSTAFSSON ANDERS** Issuer Symbol ZEBRA TECHNOLOGIES CORP (Check all applicable) [ZBRA] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director 10% Owner Other (specify X\_ Officer (give title (Month/Day/Year) below) C/O ZEBRA TECHNOLOGIES 02/09/2018 Chief Executive Officer 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 Person

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	ecurit	ies Acq	quired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired (n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4) 295,750	D	
Class A Common Stock	02/09/2018		A	15,588 (1)	A	\$0	311,338	D	

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

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

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)	5. onNumber 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	\$ 19.56					(2)	05/07/2019	Class A Common Stock	40,000
Stock Appreciation Right	\$ 27.28					(3)	05/06/2020	Class A Common Stock	120,299
Stock Appreciation Right	\$ 41.57					<u>(4)</u>	05/05/2021	Class A Common Stock	54,484
Stock Appreciation Right	\$ 38.79					(5)	04/30/2022	Class A Common Stock	62,289
Stock Appreciation Right	\$ 46.07					<u>(6)</u>	05/03/2023	Class A Common Stock	36,201
Stock Appreciation Right	\$ 74.72					<u>(7)</u>	05/08/2024	Class A Common Stock	19,493
Stock Appreciation Right	\$ 108.2					<u>(8)</u>	05/15/2025	Class A Common Stock	21,191
Stock Appreciation Right	\$ 51.42					<u>(9)</u>	05/12/2026	Class A Common Stock	42,256
Stock Appreciation Right	\$ 98.87					(10)	05/11/2027	Class A Common Stock	33,514

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GUSTAFSSON ANDERS C/O ZEBRA TECHNOLOGIES CORPORATION 3 OVERLOOK POINT LINCOLNSHIRE. IL 60069

X Chief Executive Officer

# **Signatures**

/s/ Jim L. Kaput, Attorney-in-fact

02/09/2018

\*\*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).
- Previously unreportable performance based restricted stock granted May 15, 2015 with a 3-year performance period ended December 31, 2017. Converted to restricted shares as of February 9, 2018 performance certification with May 15, 2018 vesting date.
- (2) Of the stock appreciation rights subject to this SAR, 11,250 vest on May 7, 2012 and 28,750 vest on May 7, 2013.
- Of the stock appreciation rights subject to this SAR, 30,074 vest on May 6, 2013, 30,074 vest on May 6, 2014 and 60,151 vest on May 6, 2015.
- (4) Of the stock appreciation rights subject to this SAR, 13,621 vest on each of May 5, 2012, May 5, 2013, May 5, 2014 and May 5, 2015.
- Of the stock appreciation rights subject to this SAR, 15,572 vest on each of April 30, 2013, April 30, 2014, and April 30, 2015 and 15,573 vest on April 30, 2016.
- Of the stock appreciation rights subject to this SAR, 9,050 vest on each of May 3, 2014, May 3, 2015 and May 3, 2016 and 9,051 vest on May 3, 2017.
- Of the stock appreciation rights subject to this SAR, 4,873 vest on each of May 8, 2015, May 8, 2016 and May 8, 2017 and 4,874 vest on May 8, 2018.
- (8) Of the stock appreciation rights subject to this SAR, 5,297 vest on May 15, 2016, 5,298 vest on May 15, 2017, 5,298 vest on May 15, 2018 and 5,298 vest on May 15, 2019.
- (9) Of the stock appreciation rights subject to this SAR, 10,564 vest on May 12, 2017, 10,564 vest on May 12, 2018, 10,564 vest on May 12, 2019 and 10,564 vest on May 12, 2020.
- (10) Of the stock appreciation rights subject to this SAR, 8,378 vest on May 11, 2018, 8,378 vest on May 11, 2019, 8,379 vest on May 11, 2020 and 8,379 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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