

GAGNIER HUGH K
Form 4
August 16, 2017

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)

**C/O ZEBRA TECHNOLOGIES
CORPORATION, 3 OVERLOOK
POINT**

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2017

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP, AIT

(Street)

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

LINCOLNSHIRE, IL 60069

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock							39,072
Class A Common Stock	08/15/2017		M		2,955	A	\$ 41.57 42,027
Class A Common Stock	08/15/2017		S		2,955	D	\$ 106.42 39,072

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Class A Common Stock	08/15/2017	M	9,865	A	\$ 38.79	48,937	D
Class A Common Stock	08/15/2017	S	9,865	D	\$ 106.42	39,072	D
Class A Common Stock	08/15/2017	M	5,520	A	\$ 46.07	44,592	D
Class A Common Stock	08/15/2017	S	5,520	D	\$ 106.42	39,072	D
Class A Common Stock	08/15/2017	M	1,204	A	\$ 74.72	40,276	D
Class A Common Stock	08/15/2017	S	1,204	D	\$ 106.42	39,072	D
Class A Common Stock	08/15/2017	M	1,138	A	\$ 51.42	40,210	D
Class A Common Stock	08/15/2017	S	1,138	D	\$ 106.42	39,072	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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation	\$ 41.57	08/15/2017		M			4,867	<u>(1)</u>	05/05/2021	Class A Common	4,688

Right

Stock

Stock

Appreciation
Right

\$ 38.79

08/15/2017

M

15,572

(2)

04/30/2022

Class A
Common
Stock

15,572

Stock

Appreciation
Right

\$ 46.07

08/15/2017

M

9,775

(3)

05/03/2023

Class A
Common
Stock

9,775

Stock

Appreciation
Right

\$ 74.72

08/15/2017

M

4,093

(4)

05/08/2024

Class A
Common
Stock

4,093

Stock

Appreciation
Right

\$ 108.2

(5)

05/15/2025

Class A
Common
Stock

4,611

Stock

Appreciation
Right

\$ 51.42

08/15/2017

M

2,213

(6)

05/12/2026

Class A
Common
Stock

2,213

Stock

Appreciation
Right

\$ 98.87

(7)

05/11/2027

Class A
Common
Stock

5,931

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GAGNIER HUGH K
C/O ZEBRA TECHNOLOGIES CORPORATION
3 OVERLOOK POINT
LINCOLNSHIRE, IL 60069

SVP, AIT

Signatures

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

08/17/2017

__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, 1,558 vested on May 5, 2014 and 3,129 vested on May 5, 2015.
- (2) Of the stock appreciation rights subject to this SAR, 3,893 vested on each of April 20, 2013, April 20, 2014, April 20, 2015 and April 20, 2016.
- (3) Of the stock appreciation rights subject to this SAR, 2,443 vested on May 3, 2014, 2,444 vested on May 3, 2015, 2,444 vested on May 3, 2016 and 2,444 vested on May 3, 2017.
- (4) Of the stock appreciation rights subject to this SAR, 1,364 vested on May 8, 2015, 1,364 vested on May 8, 2016, 1,365 vested on May 8, 2017 and 1,365 vest on May 8, 2018.

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- (5) Of the stock appreciation rights subject to this SAR, 1,154 vested on May 15, 2016, 1,155 vested on May 15, 2017, 1,155 vest on May 15, 2018 and 1,155 vest on May 15, 2019.
- (6) Of the stock appreciation rights subject to this SAR, 2,213 vested on May 12, 2017, 2,213 vest on May 12, 2018, 2,214 vest on May 12, 2019 and 2,214 vest on May 12, 2020.
- (7) Of the stock appreciation rights subject to this SAR, 1,483 vest on May 11, 2018, 1,483 vest on May 11, 2019, 1,483 vest on May 11, 2020 and 1,483 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.

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