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ZEBRA TECHNOLOGIES CORP

Form 4

February 12, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

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obligations may continue.

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 * TERZICH MICHAEL H

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ZEBRA TECHNOLOGIES CORP

(Check all applicable)

[ZBRA]

(Middle)

(Zip)

3. Date of Earliest Transaction

X_ Officer (give title below)

Director

10% Owner Other (specify

(Month/Day/Year)

02/10/2016

SVP, Chief Administration Ofcr

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

(Street)

(First)

(Last)

(City)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LINCOLNSHIRE, IL 60069

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(State)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Indirect Form: Direct (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported (A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Class A

(Instr. 3)

Common 31,585 D Stock

Class A

7,815 Common 02/10/2016 Stock

D

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

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39,400

SEC 1474 (9-02)

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displays a currently valid OMB control number.

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. Transactic Code (Instr. 8) | 5. DiNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | 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 | | | | | (2) | 04/30/2022 | Class A Common Stock | 14,326 |
| Stock Appreciation Right | \$ 46.07 | | | | | (3) | 05/03/2023 | Class A Common Stock | 8,689 |
| Stock Appreciation Right | \$ 74.72 | | | | | <u>(4)</u> | 05/08/2024 | Class A Common Stock | 4,796 |
| Stock Appreciation Right | \$ 108.2 | | | | | <u>(5)</u> | 05/15/2025 | Class A Common Stock | 3,668 |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

TERZICH MICHAEL H C/O ZEBRA TECHNOLOGIES CORPORATION 3 OVERLOOK POINT LINCOLNSHIRE, IL 60069

SVP, Chief Administration Ofcr

Signatures

/s/ Jim Kaput,

Attorney-in-fact 02/12/2016

**Signature of Reporting Person Date

Reporting Owners 2

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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 granted May 3, 2013 with a 3 year performance period ended December 31, 2015. Converted to restricted shares as of February 10, 2016 performance certification with May 3, 2016 vesting date.
- (2) Of the stock appreciation right shares subject to this SAR, 3,581 shares vested on April 30, 2013, 3,581 shares vested on April 30, 2014, 3,852 shares vested on April 30, 2015 and 3,582 shares vest on April 30, 2016.
- Of the stock appreciation right shares subject to this SAR 2,172 shares vested on May 3, 2014, 2,172 shares vested on May 3, 2015, 2,172 shares vest on May 3, 2016 and 2,173 shares vest on May 3, 2017.
- (4) Of the stock appreciation right shares subject to this SAR, 1,199 shares vested on May 8, 2015, 1,199 shares vest on May 8, 2016, 1,199 shares vest on May 8, 2017 and 1,199 shares vest on May 8, 2018.
- Of the stock appreciation right shares subject to this SAR, 917 shares vest on May 15, 2016, 917 shares vest on May 15, 2017, 917 shares vest on May 15, 2018 and 917 shares vest on May 15, 2019.

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.