

TERZICH MICHAEL H
Form 4
February 09, 2018

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 *
TERZICH MICHAEL H

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, Chief Administration Ofcr

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2018

C/O ZEBRA TECHNOLOGIES CORPORATION, 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						31,656	D
Class A Common Stock	02/08/2018		A	2,699 (1)	A \$ 0	34,355	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	\$ 46.07					(2) 05/03/2023	Class A Common Stock	8,689
Stock Appreciation Right	\$ 74.72					(3) 05/08/2024	Class A Common Stock	4,796
Stock Appreciation Right	\$ 108.2					(4) 05/15/2025	Class A Common Stock	3,668
Stock Appreciation Right	\$ 51.42					(5) 05/12/2026	Class A Common Stock	7,295
Stock Appreciation Right	\$ 98.87					(6) 05/11/2027	Class A Common Stock	4,860

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

02/09/2018

__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).
- (1) 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 8, 2018 performance certification with May 15, 2018 vesting date.
- (2) Of the stock appreciation rights subject to this SAR, 2,172 vest on May 3, 2014, 2,172 vest on May 3, 2015, 2,172 vest on May 3, 2016 and 2,173 vest on May 3, 2017.
- (3) Of the stock appreciation rights subject to this SAR, 1,199 vest on May 8, 2015, 1,199 vest on May 8, 2016, 1,199 vest on May 8, 2017 and 1,199 vest on May 8, 2018.
- (4) Of the stock appreciation rights subject to this SAR, 917 vest on May 15, 2016, 917 vest on May 15, 2017, 917 vest on May 15, 2018 and 917 vest on May 15, 2019.
- (5) Of the stock appreciation rights subject to this SAR, 1,823 vest on May 12, 2017, 1,824 vest on May 12, 2018, 1,824 vest on May 12, 2019 and 1,824 vest on May 12, 2020.
- (6) Of the stock appreciation rights subject to this SAR, 1,215 vest on May 11, 2018, 1,215 vest on May 11, 2019, 1,215 vest on May 11, 2020 and 1,215 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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