

ZEBRA TECHNOLOGIES CORP/DE

Form 4

February 16, 2006

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

(Last) (First) (Middle)

**ZEBRA TECHNOLOGIES
CORPORATION, 1001 FLYNN
ROAD**

(Street)

CAMARILLO, CA 93012

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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) (A) or (D)	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 (D) Price			

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

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. D S (
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 26.94							<u>(1)</u>	02/17/2010	Class A Common Stock	45,000
Employee Stock Option	\$ 18.17							<u>(2)</u>	02/14/2011	Class A Common Stock	11,250
Employee Stock Option	\$ 21.62							<u>(3)</u>	02/08/2012	Class A Common Stock	56,250
Employee Stock Option	\$ 25.23							<u>(4)</u>	02/11/2013	Class A Common Stock	29,250
Employee Stock Option	\$ 47.12							<u>(5)</u>	02/11/2014	Class A Common Stock	10,500
Employee Stock Option	\$ 51.62							<u>(6)</u>	02/07/2015	Class A Common Stock	9,686
Employee Stock Option	\$ 43.35	02/06/2006		A		4,960		<u>(7)</u>	02/06/2016	Class A Common Stock	4,960

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAGNIER HUGH K ZEBRA TECHNOLOGIES CORPORATION 1001 FLYNN ROAD CAMARILLO, CA 93012			Senior Vice President	

Signatures

Hugh Gagnier

02/10/2006

**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) All of such options are currently exercisable.
- (2) Of such options, 1,687 vested on February 14, 2002, 1,968 vested on February 14, 2003, 2,250 vested on February 14, 2004, 2,530 vested on February 14, 2005 and 2,815 vest on February 14, 2006.
- (3) Of such options, 8,437 vested on February 8, 2003, 9,843 vested on February 8, 2004, 11,250 vested on February 8, 2005, 12,655 vested on February 8, 2006 and 14,065 vest on February 8, 2007.
- (4) Of such options, 4,387 vested on February 11, 2004, 5,118 vested on February 11, 2005, 5,850 vest on February 11, 2006, 6,580 vest on February 11, 2007 and 7,315 vest on February 11, 2008.
- (5) Of such options, 1,575 vested on February 11, 2005, 1,837 vest on February 11, 2006, 2,100 vest on February 11, 2007, 2,362 vest on February 11, 2008 and 2,626 vest on February 11, 2009.
- (6) Of such options, 1,453 vested on February 7, 2006, 1,695 vest on February 7, 2007, 1,937 vest on February 7, 2008, 2,179 vest on February 7, 2009 and 2,422 vest on February 7, 2010.
- (7) Of such options, 744 vest on February 6, 2007, 868 vest on February 6, 2008, 992 vest on February 6, 2009, 1,116 vest on February 6, 2010 and 1,240 vest on February 6, 2011.

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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