

ZEBRA TECHNOLOGIES CORP

Form 4

May 08, 2013

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 *
TERZICH MICHAEL H

(Last) (First) (Middle)

C/O ZEBRA TECHNOLOGIES
CORPORATION, 333
CORPORATE WOODS
PARKWAY

(Street)

VERNON HILLS, IL 60061

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

ZEBRA TECHNOLOGIES CORP
[ZBRA]

3. Date of Earliest Transaction
(Month/Day/Year)
05/06/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP, Global Sales & Marketing

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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) | | | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----------------------|------------|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Class A Common Stock | | | | | | | | 36,111 | D |
| Class A Common Stock | 05/06/2013 | | F | | 1,617 | D | \$ 46.07 | 34,494 | D |
| Class A Common Stock | 05/06/2013 | | A | | <u>5,360</u> (11) | A | \$ 0 | 39,854 | D |

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Class A
Common Stock 05/06/2013 F 4,348 D \$ 46.07 35,506 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 of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option | \$ 43.35 | | | | | (1) | 02/06/2016 | Class A Common Stock 5,767 |
| Employee Stock Option | \$ 47.12 | | | | | (2) | 02/11/2014 | Class A Common Stock 10,500 |
| Employee Stock Option | \$ 51.62 | | | | | (3) | 02/07/2015 | Class A Common Stock 9,686 |
| Employee Stock Option | \$ 41.25 | | | | | (4) | 04/25/2017 | Class A Common Stock 10,667 |
| Employee Stock Option | \$ 36.49 | | | | | (5) | 04/24/2018 | Class A Common Stock 14,480 |
| Stock Appreciation Right | \$ 19.56 | | | | | (6) | 05/07/2019 | Class A Common Stock 6,371 |
| Stock Appreciation Right | \$ 27.82 | | | | | (7) | 05/06/2020 | Class A Common Stock 13,800 |

| | | | | | | |
|--------------|----------|------|------------|---------|---------|--|
| Stock | | | | | Class A | |
| Appreciation | \$ 41.57 | (8) | 05/05/2021 | Common | 11,563 | |
| Right | | | | Stock | | |
| Stock | | | | Class A | | |
| Appreciation | \$ 38.79 | (9) | 04/30/2022 | Common | 14,326 | |
| Right | | | | Stock | | |
| Stock | | | | Class A | | |
| Appreciation | \$ 46.07 | (10) | 05/03/2023 | Common | 8,689 | |
| Right | | | | Stock | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TERZICH MICHAEL H C/O ZEBRA TECHNOLOGIES CORPORATION 333 CORPORATE WOODS PARKWAY VERNON HILLS, IL 60061 | | | SVP, Global Sales & Marketing | |

Signatures

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

05/08/2013

__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 shares subject to such option, 865 vested on February 6, 2007, 1,009 vested on February 6, 2008, 1,153 vested on February 6, 2009, 1,298 vested on February 6, 2010 and 1,442 vested on February 6, 2011.
 - (2) Of the shares subject to such option, 1,575 vested on February 11, 2005, 1,837 vested on February 11, 2006, 2,100 vested on February 11, 2007, 2,362 vested on February 11, 2008 and 2,626 vested on February 11, 2009.
 - (3) Of the shares subject to such option, 1,452 vested on February 7, 2006, 1,695 vested on February 7, 2007, 1,937 vested on February 7, 2008, 2,180 vested on February 7, 2009 and 2,422 vested on February 7, 2010.
 - (4) Of the shares subject to such option, 2,666 vested on April 25, 2008, 2,667 vested on April 25, 2009, 2,667 vested on April 25, 2010 and 2,667 vested on April 25, 2011.
 - (5) Of the shares subject to such option, 3,620 vested on April 24, 2009, 3,620 vested on April 24, 2010, 3,620 vested on April 24, 2011 and 3,620 vested on April 24, 2012.
 - (6) Of the stock appreciation right shares subject to this SAR 6,371 shares vested on May 7, 2013.
 - (7) Of the stock appreciation right shares subject to this SAR, 3,450 shares vested on May 6, 2011, 3,450 shares vested on May 6, 2012, 3,450 shares vested on May 6, 2013 and 3,450 shares vest on May 6, 2014.
 - (8) Of the stock appreciation right shares subject to this SAR, 2,890 shares vested on May 5, 2012, 2,891 shares vested on May 5, 2013, 2,891 shares vest on May 5, 2014 and 2,891 shares vest on May 5, 2015.
 - (9) Of the stock appreciation right shares subject to this SAR, 3,581 shares vested on April 30, 2013, 3,581 shares vest on April 30, 2014, 3,582 shares vest on April 30, 2015 and 3,582 shares vest on April 30, 2016.
 - (10) Of the stock appreciation right shares subject to this SAR, 2,172 shares vest on 5/3/2014, 2,172 shares vest on 5/3/2015, 2,172 shares vest on 5/3/2016 and 2,173 shares vest on 5/3/2017.

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(11) Performance vested shares granted on May 6, 2010 that vested on May 6, 2013.

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