

ZEBRA TECHNOLOGIES CORP

Form 4

August 17, 2016

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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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, 3 OVERLOOK
POINT**

(Street)

LINCOLNSHIRE, IL 60069

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2016

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, Chief Administration Ofcr

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 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)
Class A Common Stock					40,834	D	
Class A Common Stock	08/15/2016		S	8,819 D	\$ 68.065	32,015	D

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

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information contained in this form are not
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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. Date of Acquisition or Disposition (Instr. 3, 4, and 5)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 38.79							<u>(1)</u>	04/30/2022	Class A Common Stock	14,326
Stock Appreciation Right	\$ 46.07							<u>(2)</u>	05/03/2023	Class A Common Stock	8,689
Stock Appreciation Right	\$ 74.72							<u>(3)</u>	05/08/2024	Class A Common Stock	4,796
Stock Appreciation Right	\$ 108.2							<u>(4)</u>	05/15/2025	Class A Common Stock	3,668
Stock Appreciation Right	\$ 51.42							<u>(5)</u>	05/12/2026	Class A Common Stock	7,295

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

08/17/2016

__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, 3,581 vested on April 30, 2013, 3,581 vested on April 30, 2014, 3,852 vested on April 30, 2015 and 3,582 vested on April 30, 2016.
- (2) Of the stock appreciation rights subject to this SAR 2,172 vested on May 3, 2014, 2,172 vested on May 3, 2015, 2,172 vested on May 3, 2016 and 2,173 vest on May 3, 2017.
- (3) Of the stock appreciation rights subject to this SAR, 1,199 vested on May 8, 2015, 1,199 vested 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 vested 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 will vest on May 12, 2017, 1,824 will vest on May 12, 2018, 1,824 will vest on May 12, 2019 and 1,824 will vest on May 12, 2020.

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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