ZEBRA TECHNOLOGIES CORP
Form 4
March 23, 2015

# 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 *
POTTER ROBERT J

(Last) (First) (Middle)

221 STEEPLECHASE DRIVE

(Street)

IRVING, TX 75062

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/19/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | | | | | | | | 13,719 | D | |
| Class A Common Stock | 03/19/2015 | | M | | 10,000 | A | $ 46.18 | 23,719 | D | |
| Class A Common Stock | 03/19/2015 | | S | | 10,000 | D | $ 85.3686 | 13,719 | D | |
| Class A Common | 03/20/2015 | | M | | 10,000 | A | $ 46.18 | 23,719 | D | |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Stock | | | | | | | | | | |
| Class A Common Stock | 03/20/2015 | | S | | 10,000 | D | $ 87.2476 | 13,719 | 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)

**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 Amo Underlying Secu (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am or Nu of |
| Director Stock Option | $ 46.18 | 03/19/2015 | | M | | | 10,000 | (1) | 02/08/2016 | Class A Common Stock | 10 |
| Director Stock Option | $ 46.18 | 03/20/2015 | | M | | | 10,000 | (1) | 02/08/2016 | Class A Common Stock | 10 |
| Director Stock Option | $ 37.2 | | | | | | | 05/22/2009 | 05/22/2018 | Class A Common Stock | 2 |
| Stock Appreciation Right | $ 21.83 | | | | | | | 05/29/2010 | 05/29/2019 | Class A Common Stock | 2 |
| Stock Appreciation Right | $ 26.8 | | | | | | | 05/20/2011(2) | 05/20/2020 | Class A Common Stock | 2 |
| Stock Appreciation Right | $ 42.36 | | | | | | | 05/19/2011(3) | 05/19/2021 | Class A Common Stock | 3 |
| Stock Appreciation Right | $ 35.97 | | | | | | | 05/18/2012(3) | 05/18/2022 | Class A Common Stock | 4 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| POTTER ROBERT J<br>221 STEEPLECHASE DRIVE<br>IRVING, TX 75062 | X | | | |

# Signatures

| | |
|---|---|
| /s/ Jim L. Kaput, attorney-in-fact | 03/23/2015 |
| **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, 4,000 vested on February 8, 2007, 4,000 vested on February 8, 2008, 4,000 vested on February 8, 2009, 4,000 vested on February 8, 2010 and 4,000 vested on February 8, 2011.

**(2)** This SAR vested in full on May 19, 2011.

**(3)** Fully vested on grant date.

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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