

GUSTAFSSON ANDERS

Form 4

November 13, 2018

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 *
GUSTAFSSON ANDERS

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ZEBRA TECHNOLOGIES
CORPORATION, 3 OVERLOOK
POINT

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2018

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chief Executive Officer

(Street)
LINCOLNSHIRE, IL 60069

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|--|
| Class A Common Stock | | | | | 314,092 | D | |
| Class A Common Stock | 11/08/2018 | | M | 35,160 A | \$ 27.82 349,252 | D | |
| Class A Common Stock | 11/08/2018 | | S | 35,160 D | \$ 182.73 314,092 | D | |

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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 Amount Underlying Securities (Instr. 3 and 4) | |
|---|--|---|---|--------------------------------------|--|--|--------------------|--|-------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Appreciation Right | \$ 27.82 | 11/08/2018 | | M | 41,443 | <u>(1)</u> | 05/06/2020 | Class A Common Stock | 41,443 |
| Stock Appreciation Right | \$ 41.57 | | | | | <u>(2)</u> | 05/05/2021 | Class A Common Stock | 54,480 |
| Stock Appreciation Right | \$ 38.79 | | | | | <u>(3)</u> | 04/30/2022 | Class A Common Stock | 62,280 |
| Stock Appreciation Right | \$ 46.07 | | | | | <u>(4)</u> | 05/03/2023 | Class A Common Stock | 36,200 |
| Stock Appreciation Right | \$ 74.72 | | | | | <u>(5)</u> | 05/08/2024 | Class A Common Stock | 19,490 |
| Stock Appreciation Right | \$ 108.2 | | | | | <u>(6)</u> | 05/15/2025 | Class A Common Stock | 21,190 |
| Stock Appreciation Right | \$ 51.42 | | | | | <u>(7)</u> | 05/12/2026 | Class A Common Stock | 42,250 |
| Stock Appreciation Right | \$ 98.87 | | | | | <u>(8)</u> | 05/11/2024 | Class A Common Stock | 33,510 |
| Stock Appreciation Right | \$ 149.57 | | | | | <u>(9)</u> | 05/10/2025 | Class A Common Stock | 25,210 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GUSTAFSSON ANDERS C/O ZEBRA TECHNOLOGIES CORPORATION 3 OVERLOOK POINT LINCOLNSHIRE, IL 60069 | X | | Chief Executive Officer | |

Signatures

/s/ Cristen Kogl,
Attorney-in-fact

11/13/2018

__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) Of the stock appreciation rights subject to this SAR, 30,074 vest on May 6, 2013, 30,074 vest on May 6, 2014 and 60,151 vest on May 6, 2015.
 - (2) Of the stock appreciation rights subject to this SAR, 13,621 vest on each of May 5, 2012, May 5, 2013, May 5, 2014 and May 5, 2015.
 - (3) Of the stock appreciation rights subject to this SAR, 15,572 vest on each of April 30, 2013, April 30, 2014, and April 30, 2015 and 15,573 vest on April 30, 2016.
 - (4) Of the stock appreciation rights subject to this SAR, 9,050 vest on each of May 3, 2014, May 3, 2015 and May 3, 2016 and 9,051 vest on May 3, 2017.
 - (5) Of the stock appreciation rights subject to this SAR, 4,873 vest on each of May 8, 2015, May 8, 2016 and May 8, 2017 and 4,874 vest on May 8, 2018.
 - (6) Of the stock appreciation rights subject to this SAR, 5,297 vest on May 15, 2016, 5,298 vest on May 15, 2017, 5,298 vest on May 15, 2018 and 5,298 vest on May 15, 2019.
 - (7) Of the stock appreciation rights subject to this SAR, 10,564 vest on May 12, 2017, 10,564 vest on May 12, 2018, 10,564 vest on May 12, 2019 and 10,564 vest on May 12, 2020.
 - (8) Of the stock appreciation rights subject to this SAR, 8,378 vest on May 11, 2018, 8,378 vest on May 11, 2019, 8,379 vest on May 11, 2020 and 8,379 vest on May 11, 2021.
 - (9) Of the stock appreciation rights subject to this SAR, 6,303 vest on May 10, 2019, 6,303 vest on May 10, 2020, 6,304 vest on May 10, 2021 and 6,304 vest on May 10, 2022.

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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