

GAGNIER HUGH K
Form 4
August 27, 2018

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 *
GAGNIER HUGH K

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/23/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Global Supply Chain

C/O ZEBRA TECHNOLOGIES CORPORATION, 3 OVERLOOK POINT

(Street)

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

LINCOLNSHIRE, IL 60069

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | | | | | 14,682 | D | |
| Class A Common Stock | 08/23/2018 | | M | | 760 A \$ 74.72 | 15,442 | D |
| Class A Common Stock | 08/23/2018 | | S | | 760 D \$ 168.89 | 14,682 | D |

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| | | | | | | | | |
|----------------------------|------------|--|---|-------|---|--------------|--------|---|
| Class A Common Stock | 08/23/2018 | | M | 614 | A | \$ 96.87 | 15,296 | D |
| Class A Common Stock | 08/23/2018 | | S | 614 | D | \$ 168.89 | 14,682 | D |
| Class A Common Stock | 08/23/2018 | | M | 1,538 | A | \$ 51.42 | 16,220 | D |
| Class A Common Stock | 08/23/2018 | | S | 1,538 | D | \$ 168.89 | 14,682 | D |
| Class A Common Stock | 08/23/2018 | | M | 1,242 | A | \$ 108.2 | 15,924 | D |
| Class A Common Stock | 08/23/2018 | | S | 1,242 | D | \$ 168.89 | 14,682 | D |
| Class A Common Stock | 08/23/2018 | | S | 2,224 | D | \$ 168.89 | 12,458 | D |
| Class A Common Stock | 08/23/2018 | | S | 2,031 | D | \$ 168.89 | 10,427 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | Amount or Number of Shares |
|---|---|---|---|---|---|--|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |

| | | | | | | | | |
|--------------------------------|----------|------------|---|-------|-----|------------|----------------------------|-------|
| Stock Appreciation Right | \$ 74.72 | 08/23/2018 | M | 1,365 | (1) | 05/08/2024 | Class A Common Stock | 1,365 |
| Stock Appreciation Right | \$ 108.2 | 08/23/2018 | M | 3,464 | (2) | 05/15/2025 | Class A Common Stock | 4,619 |
| Stock Appreciation Right | \$ 51.42 | 08/23/2018 | M | 2,213 | (3) | 05/12/2026 | Class A Common Stock | 6,641 |
| Stock Appreciation Right | \$ 98.87 | 08/23/2018 | M | 1,483 | (4) | 05/11/2024 | Class A Common Stock | 5,932 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GAGNIER HUGH K C/O ZEBRA TECHNOLOGIES CORPORATION 3 OVERLOOK POINT LINCOLNSHIRE, IL 60069 | | | SVP, Global Supply Chain | |

Signatures

/s/ Jim L Kaput, 08/27/2018
Attorney-in-fact

__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, 1,365 vest on May 8, 2018.
- (2) Of the stock appreciation rights subject to this SAR, 1,154 vest on May 15, 2016, 1,155 vest on May 15, 2017, 1,155 vest on May 15, 2018 and 1,155 vest on May 15, 2019.
- (3) Of the stock appreciation rights subject to this SAR, 2,213 vest on May 12, 2017, 2,213 vest on May 12, 2018, 2,214 vest on May 12, 2019 and 2,214 vest on May 12, 2020.
- (4) Of the stock appreciation rights subject to this SAR, 1,483 vest on May 11, 2018, 1,483 vest on May 11, 2019, 1,483 vest on May 11, 2020 and 1,483 vest on May 11, 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.