

ZEBRA TECHNOLOGIES CORP

Form 4

February 14, 2014

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 *
NAUGHTON TODD R

(Last) (First) (Middle)

C/O ZEBRA TECHNOLOGIES
CORPORATION, 475 HALF DAY
ROAD, SUITE 500

(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)
02/12/20144. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
VP Finance6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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								10,589 ⁽⁸⁾	D
Class A Common Stock	02/12/2014		A		544 ⁽⁹⁾	A	\$ 0	11,133	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
required to respond unless the form**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. D S (I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 43.35							(2)	02/06/2016	Class A Common Stock	5,883
Employee Stock Option	\$ 51.62							(1)	02/07/2015	Class A Common Stock	7,749
Employee Stock Option	\$ 41.25							(3)	04/25/2017	Class A Common Stock	7,273
Stock Appreciation Right	\$ 27.82							(4)	05/06/2020	Class A Common Stock	2,800
Stock Appreciation Right	\$ 41.57							(5)	05/05/2021	Class A Common Stock	2,384
Stock Appreciation Right	\$ 38.79							(6)	04/30/2022	Class A Common Stock	2,741
Stock Appreciation Right	\$ 46.07							(7)	05/03/2023	Class A Common Stock	1,811

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NAUGHTON TODD R
C/O ZEBRA TECHNOLOGIES CORPORATION
475 HALF DAY ROAD, SUITE 500
LINCOLNSHIRE, IL 60069

VP
Finance

Signatures

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

02/14/2014

__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, 1,162 vested on February 7, 2006, 1,356 vested on February 7, 2007, 1,549 vested on February 7, 2008, 1,744 vested on February 7, 2009 and 1,938 vested on February 7, 2010.
- (2) Of the shares subject to such option, 882 vested on February 6, 2007, 1,029 vested on February 6, 2008, 1,177 vested on February 6, 2009, 1,324 vested on February 6, 2010 and 1,471 vested on February 6, 2011.
- (3) Of the shares subject to such option, 1,818 vested on April 25, 2008, 1,818 vested on April 25, 2009, 1,818 vested on April 25, 2010 and 1,819 vested on April 25, 2011.
- (4) Of the stock appreciation right shares subject to this SAR, 700 shares vested on May 6, 2011, 700 shares vested on May 6, 2012, 700 shares vested on May 6, 2013 and 700 shares vest on May 6, 2014.
- (5) Of the stock appreciation right shares subject to this SAR, 596 shares vested on May 5, 2012, 596 shares vested on May 5, 2013, 596 shares vest on May 5, 2014, and 596 shares vest on May 5, 2015.
- (6) Of the stock appreciation right shares subject to this SAR, 685 shares vested on April 30, 2013, 685 vest on April 30, 2014, 685 vest on April 30, 2015 and 686 vest on April 30, 2016.
- (7) Of the stock appreciation right shares subject to this SAR, 452 shares vest on 5/3/2014, 453 shares vest on 5/3/2015, 453 shares vest on 5/3/2016 and 453 shares vest on 5/3/2017.
- (8) This officer's most recent Form 4 did not reflect all shares of stock held.
- (9) Previously unreportable performance based restricted stock granted May 5, 2011 with 3-year performance period ended December 31, 2013. Converted to restricted shares as of February 12, 2014 performance certification with May 5, 2014 vesting 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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