

Schmitz Jeffrey F
Form 4
February 07, 2019

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Schmitz Jeffrey F

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)
02/06/2019

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
SVP, Chief Marketing Officer

(Street)
LINCOLNSHIRE, IL 60069

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock				(A) or (D)			
			Code	V	Amount		Price
						6,996	D
Class A Common Stock	02/06/2019		A		7,213 (1)	A	\$ 0 14,209 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. Amount or Number of Shares (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Stock Appreciation Right	\$ 59.53					<u>(2)</u>	02/06/2026	Class A Common Stock		5,092
Stock Appreciation Right	\$ 98.87					<u>(3)</u>	05/11/2024	Class A Common Stock		3,486
Stock Appreciation Right	\$ 149.57					<u>(4)</u>	05/10/2025	Class A Common Stock		2,249

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Schmitz Jeffrey F C/O ZEBRA TECHNOLOGIES CORPORATION 3 OVERLOOK POINT LINCOLNSHIRE, IL 60069	SVP, Chief Marketing Officer

Signatures

/s/ Cristen Kogl,
Attorney-in-fact

02/07/2019

__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).

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- (1) Previously unreportable performance based restricted stock (PVRs) granted May 12, 2016 with a 3-year performance period ended December 31, 2018. Converted to restricted shares as of February 6, 2019 performance certification with May 12, 2019 vesting date.
- (2) Of the stock appreciation rights subject to this SAR, 1,273 vest on August 31, 2016, 1,273 vest on August 31, 2017, 1,273 vest on August 31, 2018 and 1,273 vest on August 31, 2019.
- (3) Of the stock appreciation rights subject to this SAR, 871 vest on May 11, 2018, 871 vest on May 11, 2019, 872 vest on May 11, 2020 and 872 vest on May 11, 2021.
- (4) Of the stock appreciation rights subject to this SAR, 562 vest on May 10, 2019, 562 vest on May 10, 2020, 562 vest on May 10, 2021 and 563 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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