NAUGHTON TODD R

Form 4 May 08, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations

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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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * NAUGHTON TODD R

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

ZEBRA TECHNOLOGIES CORP [ZBRA]

3. Date of Earliest Transaction

Director X_ Officer (give title

10% Owner Other (specify

(Month/Day/Year) 05/06/2013

below)

VP Finance

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

(First)

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

Applicable Line) _X_ Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

(Middle)

Form filed by More than One Reporting

LINCOLNSHIRE, IL 60069

| (City) | (State) 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) | (Instr. 3, | ispose 4 and (A) or | ed of (D) | 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 | | | | | | | 11,589 | D | |
| Class A Common Stock | 05/06/2013 | | F | 319 | D | \$ 46.07 | 11,270 | D | |
| Class A Common | 05/06/2013 | | A | 1,040 (10) | A | \$ 0 | 12,310 | D | |

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Class A
Common 05/06/2013 F 756 D \$ 11,554 D
Stock

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. Denivative 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) | |
|---|---|--------------------------------------|---|---|---|--|--------------------|---|--|
| | | | | 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 | | | | | <u>(1)</u> | 02/07/2015 | Class A Common Stock | 7,749 |
| Employee Stock Option | \$ 41.25 | | | | | (3) | 04/25/2017 | Class A Common Stock | 7,273 |
| Employee Stock Option | \$ 36.49 | | | | | <u>(4)</u> | 04/24/2018 | Class A Common Stock | 5,790 |
| Stock Appreciation Right | \$ 19.56 | | | | | <u>(5)</u> | 05/07/2019 | Class A Common Stock | 8,009 |
| Stock Appreciation Right | \$ 27.82 | | | | | (6) | 05/06/2020 | Class A Common Stock | 2,800 |
| Stock Appreciation | \$ 41.57 | | | | | <u>(7)</u> | 05/05/2021 | Class A Common | 2,384 |

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| Right | | | | Stock | |
|--------------------------------|----------|------------|------------|----------------------------|-------|
| Stock Appreciation Right | \$ 38.79 | (8) | 04/30/2022 | Class A Common Stock | 2,741 |
| Stock Appreciation Right | \$ 46.07 | <u>(9)</u> | 05/03/2023 | Class A Common Stock | 1,811 |

Reporting Owners

| Reporting Owner Name / Address | Kelationships | | | | | | |
|------------------------------------|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| NAUGHTON TODD R | | | | | | | |
| C/O ZEBRA TECHNOLOGIES CORPORATION | | | VP | | | | |
| 475 HALF DAY ROAD, SUITE 500 | | | Finance | | | | |
| LINCOLNSHIRE, IL 60069 | | | | | | | |

Signatures

/s/ Jim L Kaput, attorney-in-fact 05/08/2013

**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).
- 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.
- 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 shares subject to such option, 1,447 vested on April 24, 2009, 1,447 vested on April 24, 2010, 1,448 vested on April 24, 2011 and 1,448 vested on April 24, 2012.
- Of the stock appreciation right shares subject to this SAR, 2,002 shares vested on May 7, 2010, 2,002 shares vested on May 7, 2011, 2,002 shares vested on May 7, 2012 and 2,003 shares vested on May 7, 2013.
- 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.
- 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.
- (8) 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.
- (9) 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.
- (10) Performance vested shares granted on May 6, 2010 that vested on May 6, 2013.

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