

ZEBRA TECHNOLOGIES CORP/DE
Form 4
April 28, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
ELFANT NOEL

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

333 CORPORATE WOODS PARKWAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/24/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, General Counsel & Secy

VERNON HILLS, IL 60061

(City) (State) (Zip)

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

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 (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock						I	By 401(k)
Class A Common Stock	04/24/2008		A	5,710 (5)	A \$ 0 7,320 (5)	D	

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

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SEC 1474 (9-02)

number.

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 24.21					<u>(1)</u>	01/27/2013	Class A Common Stock	9,563
Employee Stock Option	\$ 47.12					<u>(2)</u>	02/11/2014	Class A Common Stock	15,000
Employee Stock Option	\$ 51.62					<u>(3)</u>	02/07/2015	Class A Common Stock	9,686
Employee Stock Option	\$ 43.35					<u>(4)</u>	02/06/2016	Class A Common Stock	6,390
Employee Stock Option	\$ 41.25					<u>(6)</u>	04/25/2017	Class A Common Stock	9,697
Employee Stock Option	\$ 36.49	04/24/2008		A	9,100	<u>(7)</u>	04/24/2018	Class A Common Stock	9,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELFANT NOEL 333 CORPORATE WOODS PARKWAY VERNON HILLS, IL 60061			VP, General Counsel & Secy	

Signatures

Noel Elfant

04/28/2008

**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 such options, 1,968 vested on January 27, 2005, 2,250 vested on January 27, 2006, 2,530 vested on January 27, 2007 and 2,815 vested on January 27, 2008.
- (2) Of such options, 2,250 vested on February 11, 2005, 2,625 vested on February 11, 2006, 3,000 vested on February 11, 2007, 3,375 vested on February 11, 2008 and 3,750 vest on February 11, 2009.
- (3) Of such options, 1,452 vested on February 7, 2006, 1,695 vested on February 7, 2007, 1,937 vested on February 7, 2008, 2,180 vest on February 7, 2009 and 2,422 vest on February 7, 2010.
- (4) Of such options, 958 vested on February 6, 2007, 1,118 vested on February 6, 2008, 1,278 vest on February 6, 2009, 1,438 vest on February 6, 2010 and 1,598 vest on February 6, 2011.
Specified percentages of 5,710 of such shares will vest, if at all, upon the Company's achievement, prior to September 4, 2012, of
- (5) pre-determined performance goals, measured by total stockholder return, as set forth in the Restricted Stock Agreement applicable to such shares.
- (6) Of such options, 2,424 vested on April 25, 2008, 2,424 vest on April 25, 2009, 2,424 vest on April 25, 2010 and 2,425 vest on April 25, 2011.
- (7) Of the shares subject to such option, 2,275 vest on April 24, 2009, 2,275 vest on April 24, 2010, 2,275 vest on April 24, 2011 and 2,275 vest on April 24, 2012.

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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