

KEYSER RICHARD L

Form 4

June 08, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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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 \*  
**KEYSER RICHARD L**

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)  
**06/07/2018**

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(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 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
						36,640	D
Class A Common Stock	06/07/2018		A	5,171	A	\$ 158.17	41,811 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**

SEC 1474  
(9-02)

**displays a currently valid OMB control 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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Right	\$ 21.83	06/07/2018		M	6,000	05/29/2010	05/29/2019	Class A Common Stock
Stock Appreciation Right	\$ 26.8					05/20/2011	05/20/2020	Class A Common Stock
Stock Appreciation Right	\$ 42.36					05/19/2011	05/19/2021	Class A Common Stock
Stock Appreciation Right	\$ 35.97					05/18/2012	05/18/2022	Class A Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEYSER RICHARD L C/O ZEBRA TECHNOLOGIES CORPORATION 3 OVERLOOK POINT LINCOLNSHIRE, IL 60069	X			

## Signatures

/s/ Jim L. Kaput,  
Attorney-in-fact

06/08/2018

\*\*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).

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. -6px">

- (e) The Predecessor Registrant's Current Reports on Form 8-K, filed with the SEC on each of February 28, 2005, May 4, 2005, November 7, 2005, December 6, 2005, December 9, 2005, December 21, 2005, December 27, 2005 and January 5, 2006;
- (f) The Registrant's Current Report on Form 8-K, filed with the SEC on February 6, 2006; and
- (g) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A filed with the SEC on January 20, 2006, including any subsequent amendment or report filed for the purpose of updating such information.

All documents subsequently filed by the Registrant and the Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents until a post-effective amendment of this Registration Statement is filed which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be

incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

The legality of the securities offered hereby will be passed on for the Registrant by Ralph M. Davisson, Esq. Mr. Davisson is Vice President and General Counsel of the Registrant and at January 31, 2006 owned 22,648 shares of the Predecessor Registrant's Common Stock, of which 15,248 shares may be acquired within 60 days of January 31, 2006 pursuant to the exercise of stock options. As a consequence of the Merger, each share of the Predecessor Registrant's common stock was converted into one share of common stock of the Registrant and each option to purchase shares of the Predecessor Registrant's common stock was converted into an option to purchase an equivalent number of shares of the Registrant's common stock.

**Item 6. Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation Law provides for the indemnification of officers, directors, and other corporate agents in terms sufficiently broad to indemnify such persons under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act. Article Seventh of the Registrant's Restated Certificate of Incorporation provides for indemnification to the fullest extent permitted by the Delaware General Corporation Law. The Registrant also maintains insurance policies that insure its officers and directors against certain liabilities. The Registrant has also entered into agreements with its directors and certain of its officers that will require the Registrant, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers to the fullest extent not prohibited by law.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

**Exhibit**

Number	Description
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(5)(a)

Explanation of Responses:

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Opinion of Ralph M. Davisson, Esq., Vice President and General Counsel of the Registrant regarding the legality of the securities being registered.

- (23)(a) Consent of Independent Registered Public Accounting Firm.
- (23)(b) Consent of Independent Registered Public Accounting Firm.
- (23)(c) Consent of Ralph M. Davisson, Esq. (included in Exhibit (5)(a)).
- (24) Power of Attorney.

**Item 9. Undertakings.**

A. The undersigned Registrant hereby undertakes: (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement (i) to include any prospectus required by Section 10(a)(3) of the Securities Act, (ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement, and (iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement; provided, however, that clauses (1)(i) and (1)(ii) shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference into this Registration Statement; (2) that for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference into this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Spokane, State of Washington on February 10, 2006.

POTLATCH CORPORATION

By: /s/ Michael J. Covey

**Michael J. Covey,**  
**President and Chief Executive Officer**

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
/s/ Michael J. Covey	Director and President and	February 10, 2006
<b>Michael J. Covey</b>	Chief Executive Officer (Principal Executive Officer)	
/s/ Gerald L. Zuehlke	Vice President and Chief Financial Officer	February 10, 2006
<b>Gerald L. Zuehlke</b>	(Principal Financial Officer)	
/s/ Terry L. Carter	Controller (Principal Accounting Officer)	February 10, 2006
<b>Terry L. Carter</b>		
*	Chairman of the Board of Directors and Director	February 10, 2006
<b>L. Pendleton Siegel</b>		
*	Director	February 10, 2006
<b>Boh A. Dickey</b>		
*	Director	February 10, 2006
<b>William L. Driscoll</b>		
*	Director	February 10, 2006
<b>Ruth Ann M. Gillis</b>		

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<hr/>	Director	February 10, 2006
<b>Jerome C. Knoll</b>		
<hr/>	Director	February 10, 2006
<b>Lawrence S. Peiros</b>		
<hr/>	Director	February 10, 2006
<b>Gregory L. Quesnel</b>		
<hr/>	Director	February 10, 2006
<b>Michael T. Riordan</b>		
<hr/>	Director	February 10, 2006
<b>Judith M. Runstad</b>		
<hr/>	Director	February 10, 2006
<b>Dr. William T. Weyerhaeuser</b>		

\* By: /s/ Malcolm A. Ryerse

**Malcolm A. Ryerse**  
**(Attorney-in-fact)**



Pursuant to the requirements of the Securities Act, the Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Spokane, State of Washington on February 10, 2006.

POTLATCH FOREST PRODUCTS  
CORPORATION SAVINGS PLAN FOR

HOURLY EMPLOYEES

By: /s/ Malcolm A. Ryerse

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**Malcolm A. Ryerse,**  
**Corporate Secretary**

**EXHIBIT INDEX**

**Exhibit**

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