MOTOROLA INC
Form 3
January 22, 2009

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Fitzpatrick Edward J.
(Last) (First) (Middle)

1303 EAST ALGONQUIN ROAD
(Street)

SCHAUMBURG,Â ILÂ 60196
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
01/16/2009

3. Issuer Name **and** Ticker or Trading Symbol
MOTOROLA INC [MOT]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP, Corporate Controller

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Motorola, Inc. Common Stock	26,248.8587 (1)	D	Â
Motorola, Inc. Common Stock	126.6626	I	Held in the Motorola Stock Fund of the Motorola 401(k) Plan

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (Right to Buy)	01/05/2000 (2)	02/18/2009	Motorola, Inc. - Common Stock	2,933	$ 16.66	D	Â
Employee Stock Option (Right to Buy)	Â (3)	01/12/2015	Motorola, Inc. - Common Stock	25,146	$ 40.5154	D	Â
Employee Stock Option (Right to Buy)	Â (4)	03/16/2011	Motorola, Inc. - Common Stock	1,176	$ 12.8937	D	Â
Employee Stock Option (Right to Buy)	Â (5)	05/07/2012	Motorola, Inc. - Common Stock	1,176	$ 12.9205	D	Â
Employee Stock Option (Right to Buy)	Â (6)	05/03/2013	Motorola, Inc. - Common Stock	2,375	$ 7.2745	D	Â
Employee Stock Option (Right to Buy)	Â (7)	05/04/2014	Motorola, Inc. - Common Stock	13,411	$ 16.3028	D	Â
Employee Stock Option (Right to Buy)	Â (8)	05/03/2015	Motorola, Inc. - Common Stock	11,000	$ 15.47	D	Â
Employee Stock Option (Right to Buy)	Â (9)	05/03/2016	Motorola, Inc. - Common Stock	20,000	$ 21.25	D	Â
Employee Stock Option (Right to Buy)	Â (10)	05/06/2018	Motorola, Inc. - Common Stock	9,375	$ 10.26	D	Â
Employee Stock Option (Right to Buy)	Â (11)	12/17/2013	Motorola, Inc. - Common Stock	20,000	$ 4.41	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fitzpatrick Edward J. 1303 EAST ALGONQUIN ROAD SCHAUMBURG,Â ILÂ 60196	Â	Â	Â SVP, Corporate Controller	Â

Signatures

Carol H. Forsyte on behalf of Edward J. Fitzpatrick, Senior Vice President, Corporate Controller (Power of Attorney Attached)	01/22/2009
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes Restricted Stock Units received pursuant to dividend equivalent rights which were credited to the reporting person when and as dividends were paid on Motorola common stock.

(2) These options vested in full on January 5, 2000.

(3) These options vested in four equal annual installments beginning on January 12, 2001.

(4) These options vested in four equal annual installments beginning on March 16, 2002.

(5) These options vest in four equal annual installments beginning on May 7, 2003.

(6) These options vest in four equal annual installments beginning on May 6, 2004.

(7) These options vested in four equal annual installments beginning on May 4, 2005.

(8) These options vested in four equal annual installments beginning on May 3, 2006.

(9) These options vest in four equal annual installments beginning on May 3, 2007.

(10) These options vest in four equal annual installments beginning on May 6, 2009.

(11) These options vest in two equal annual installments beginning on December 17, 2009.

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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