

MOTOROLA INC
Form DEFA14A
January 30, 2007

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☐ Definitive Proxy Statement

☐ Definitive Additional Materials

☒ Soliciting Material Pursuant to Section 240.14a-12

Motorola, Inc.

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Motorola Confirms Receipt of Notice of Nomination from Carl Icahn

SCHAUMBURG, Ill. □ 30 January 2007 □ Motorola, Inc. (NYSE: MOT) confirmed receipt of notice from certain Carl Icahn entities for the nomination of Carl C. Icahn to Motorola's Board of Directors at the Company's 2007 Annual Meeting of Stockholders. The notice contained no additional information regarding his intentions. The Company has not yet set a date for its 2007 Annual Meeting.

The notice states that the Carl Icahn entities □ may be deemed to beneficially own, in the aggregate, 33,529,000 shares, representing approximately 1.39% of the Corporation's outstanding shares.□

Motorola is reviewing the notice of nomination.

About Motorola

Motorola is known around the world for innovation and leadership in wireless and broadband communications. Inspired by our vision of seamless mobility, the people of Motorola are committed to helping you connect simply and seamlessly to the people, information, and entertainment that you want and need. We do this by designing and delivering □ must have □ products, □ must do □ experiences and powerful networks □ along with a full complement of support services. A Fortune 100 company with global presence and impact, Motorola had sales of US \$42.9 billion in 2006. For more information about our company, our people and our innovations, please visit <http://www.Motorola.com>.

Motorola and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Motorola in connection with the nomination described herein. Information regarding the special interests of these directors and executive officers in the nomination described herein will be included in any proxy statement filed by Motorola in connection with the nomination. In addition, Motorola files annual, quarterly and special reports, proxy and information statements, and other information with the Securities and Exchange Commission (the □ SEC □). These documents are available free of charge at the SEC's web site at www.sec.gov or from Motorola at www.motorola.com. Investors should read any proxy statement filed in connection with the nomination described herein carefully when it becomes available before making any voting or investment decision.

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