

MOTOROLA INC  
Form S-8  
April 06, 2005

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM S-8**

**Registration Statement Under  
the Securities Act of 1933**

**MOTOROLA, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**36-1115800**  
(I.R.S. Employer  
Identification No.)

**1303 East Algonquin Road**  
**Schaumburg, Illinois 60196**  
(Address of Principal Executive Offices)

**MOTOROLA, INC.**

**Management Deferred Compensation Plan, as amended**  
(Full Title of the Plan)

**David W. Devonshire**  
**Executive Vice President and**  
**Chief Financial Officer**  
**Motorola, Inc.**  
**1303 East Algonquin Road.**  
**Schaumburg, Illinois 60196**  
(Name and Address of Agent For Service)

Telephone number,  
including area code,  
of agent for service:  
**(847) 576-5000**

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered (1)	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
<b>Motorola MDCP Obligations</b>	<b>\$100,000,000</b>	<b>100%</b>	<b>\$100,000,000</b>	<b>\$11,770</b>

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- (1) The Obligations under the Motorola Management Deferred Compensation Plan (the Plan ) are unsecured debt obligations of Motorola, Inc. to pay deferred compensation in the future in accordance with the terms of the Plan.
  - (2) Estimated solely for the purpose of calculating the registration fee.
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PART I

The contents of Registration Statement No. 333-53120 are incorporated herein by reference.

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933 (the Securities Act ) and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- 5 Opinion and consent of Carol Forsyte, Vice President Corporate and Securities, Motorola, Inc.
  - 23(a) The Consent of Independent Registered Public Accounting Firm.
  - 23(b) The Consent of Carol Forsyte, Vice President Corporate and Securities, Motorola, Inc. is included in Exhibit 5.
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned 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 Schaumburg, State of Illinois, on the 6th day of April, 2005.

MOTOROLA, INC.

By: /s/ DAVID W. DEVONSHIRE  
David W. Devonshire,  
Executive Vice President and  
Chief Financial Officer

POWER OF ATTORNEY

Each of the undersigned hereby constitutes and appoints Edward J. Zander, David W. Devonshire and Steven J. Strobel, and each of them, with full power of substitution and resubstitution, as attorneys for him or her and in his or her name, place and stead, and in any and all capacities, to execute and file any amendments, supplements or statements with respect to this Registration Statement, hereby giving and granting to said attorneys, and each of them, full power and authority to do and perform each and every act and thing whatsoever requisite and necessary to be done in and about the premises, as fully, to all intents and purposes, as he or she might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorney, or any of them, or their or his substitute or substitutes, may or shall lawfully do, or cause to be done, by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the 6th day of April, 2005.

Signature	Title
/s/ EDWARD J. ZANDER Edward J. Zander	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
/s/ DAVID W. DEVONSHIRE David W. Devonshire	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ STEVEN J. STROBEL Steven J. Strobel	Senior Vice President and Controller (Principal Accounting Officer)
/s/ H. LAURANCE FULLER H. Laurance Fuller	Director
/s/ JUDY C. LEWENT Judy C. Lewent	Director



/s/ DR. WALTER E. MASSEY                      Director  
    Dr. Walter E. Massey

/s/ THOMAS J. MEREDITH                      Director  
    Thomas J. Meredith

/s/ NICHOLAS NEGROPONTE                      Director  
    Nicholas Negroponte

/s/ INDRA K. NOOYI                              Director  
    Indra K. Nooyi

/s/ JOHN E. PEPPER, JR.                      Director  
    John E. Pepper, Jr.

/s/ SAMUEL C. SCOTT III                      Director  
    Samuel C. Scott III

/s/ RON SOMMER                                 Director  
    Ron Sommer

/s/ JAMES R. STENGEL                         Director  
    James R. Stengel

/s/ DOUGLAS A. WARNER III                      Director  
    Douglas A. Warner III

/s/ DR. JOHN A. WHITE                         Director  
    Dr. John A. White

/s/ MIKE S. ZAFIROVSKI                         Director  
    Mike S. Zafirovski

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5	Opinion and consent of Carol Forsyte, Vice President, Corporate and Securities, Motorola, Inc.
23(a)	The Consent of Independent Registered Public Accounting Firm.
23(b)	The Consent of Carol Forsyte, Vice President, Corporate and Securities, Motorola, Inc. is included in Exhibit 5.