

MOTOROLA INC
Form 4
November 01, 2005

FORM 4

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

OMB APPROVAL

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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 *
MOLONEY DANIEL M

(Last) (First) (Middle)
101 TOURNAMENT DRIVE
(Street)

HORSHAM, PA 19044

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/31/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Pres, Connected Home Solu

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)
			Code	V	Amount or (D) Price		
Motorola, Inc. - Common Stock	10/31/2005		M		60,000 A \$ 7.2745	92,880.376 (1)	D
Motorola, Inc. - Common Stock	10/31/2005		M		10,000 (2) A \$ 11.99 (2)	102,880.376 (1)	D
Motorola, Inc. - Common Stock	10/31/2005		S		20,000 D \$ 22.05	82,880.376 (1)	D

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Motorola, Inc. - Common Stock
 10/31/2005 S 50,000 D \$ 22.07 32,880.376₍₁₎ D

Motorola, Inc. - Common Stock
 9,555 I Held in the Motorola 401(k) Plan

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 displays a currently valid OMB control number.

SEC 1474 (9-02)

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 Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 7.2745	10/31/2005		M	60,000	05/06/2004 ⁽³⁾ 05/06/2013	Common Stock 60,000
Employee Stock Option (Right to Buy)	\$ <u>11.99</u> ₍₂₎	10/31/2005		M	10,000 ₍₂₎	02/14/2003 ⁽⁴⁾ 02/14/2012	Common Stock 10,000 ₍₂₎

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOLONEY DANIEL M 101 TOURNAMENT DRIVE			EVP, Pres, Connected Home Solu	

HORSHAM, PA 19044

Signatures

Carol Forsyte on behalf of Daniel M. Moloney, Executive Vice President, President,
Connected Home Solutions, Motorola, Inc. (Power of Attorney on File)

11/01/2005

__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) Includes shares acquired under the Mellon Investor Services Program.

The number of shares subject to the option and the exercise price per share have been adjusted to reflect the distribution by Motorola, Inc.

(2) on December 2, 2004 of shares of Freescale Semiconductor, Inc.. This option was previously reported as covering 100,000 shares at the time of grant at an exercise price per share of \$13.40.

(3) This option vests as follows: 76,835 shares on 5/6/04; 76,835 shares on 5/6/05; 76,835 shares on 5/6/06 and 76,835 shares on 5/6/07.

(4) This option vests as follows: 11,176 shares on 2/14/03; 22,352 shares on 2/14/04; 33,528 shares on 2/14/05 and 44,704 shares on 2/14/06.

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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