

MOTOROLA INC
Form 4
May 09, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Nottenburg Richard N

(Last) (First) (Middle)

1303 E. ALGONQUIN ROAD

(Street)

SCHAUMBURG, IL 60196

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/05/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

EVP, Chief Strategy Officer

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 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Motorola Inc. - Common Stock | 05/05/2006 | | M | | 43,820 | A | \$ 13.9674 |
| | | | | | 216,312.059 | D | (1) |
| Motorola, Inc. - Common Stock | 05/05/2006 | | M | | 68,750 | A | \$ 15.47 |
| | | | | | 285,062.059 | D | (1) |
| Motorola, Inc. - Common Stock | 05/05/2006 | | S | | 111,370 | D | \$ 22.08 |
| | | | | | 173,692.059 | D | (1) |

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| | | | | | | | |
|-------------------------------|------------|---|-------|---|----------|-----------------------------------|---|
| Motorola, Inc. - Common Stock | 05/05/2006 | S | 1,200 | D | \$ 22.09 | <u>172,492.059</u> ⁽¹⁾ | D |
| Motorola, Inc. - Common Stock | 05/05/2006 | S | 7,400 | D | \$ 22.1 | <u>165,092.059</u> ⁽¹⁾ | D |
| Motorola, Inc. - Common Stock | 05/05/2006 | S | 150 | D | \$ 22.11 | <u>164,942.059</u> ⁽¹⁾ | D |

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

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 13.9674 | 05/05/2006 | | M | 43,820 | 07/23/2005 ⁽²⁾ | 07/23/2014 | Motorola, Inc. - Common Stock | 43,820 |
| Employee Stock Option (Right to Buy) | \$ 15.47 | 05/05/2006 | | M | 68,750 | 05/03/2006 ⁽³⁾ | 05/03/2015 | Motorola, Inc. - Common Stock | 68,750 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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| | Director | 10% Owner | Officer | Other |
|--|----------|-----------|-----------------------------------|-------|
| Nottenburg Richard N 1303 E. ALGONQUIN ROAD SCHAUMBURG, IL 60196 | | | EVP, Chief Strategy Officer | |

Signatures

Carol Forsyte on behalf of Richard N. Nottenburg, Executive Vice President, Chief Strategy Officer, Motorola, Inc. (Power of Attorney on File)

05/08/2006

__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 Restricted Stock Units received pursuant to dividend equivalent rights which were credited to the reporting person when and as dividends were paid on shares of Motorola common stock.
- (2) This option vests in four equal annual installments of 83,820 shares each beginning on July 23, 2005.
- (3) This option vests in four equal annual installments of 68,750 shares each beginning on May 3, 2006.

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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