

Motorola Solutions, Inc.
Form 4
March 13, 2017

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 *
MOLLOY JOHN P

(Last) (First) (Middle)

MOTOROLA SOLUTIONS, INC., 500 WEST MONROE

(Street)

CHICAGO, IL 60661

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Motorola Solutions, Inc. [MSI]

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2017

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, Worldwide Sales

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 Indirect Beneficial Ownership (Instr. 4)
Motorola Solutions, Inc. - Common Stock	03/09/2017		M	A	1,071 \$ 74.35	D	
Motorola Solutions, Inc. - Common Stock	03/09/2017		S	D	1,071 \$ 80.7576	D	
Motorola Solutions,	03/09/2017		F	D	585 \$ 81.37	D	

Inc. -
Common
Stock

Motorola
Solutions,
Inc. -
Common
Stock

03/10/2017

M

2,359

A

\$ 0 ⁽²⁾

16,906.8995
(1)

D

Motorola
Solutions,
Inc. -
Common
Stock

03/10/2017

F

734

D

\$ 82.1

16,172.8995
(1)

D

Motorola
Solutions,
Inc. -
Common
Stock

03/10/2017

F

433

D

\$ 82.1

15,739.8995
(1)

D

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.

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(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 Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Options - Right to Buy	\$ 74.35	03/09/2017		M	1,071	<u>(3)</u> 05/08/2017	Motorola Solutions, Inc. - Common Stock
Market Stock Units	<u>(4)</u>	03/09/2017		A	6,803	<u>(5)</u> <u>(5)</u>	Motorola Solutions, Inc. - Common Stock
	\$ 81.37	03/09/2017		A	330,203	08/25/2018 ⁽⁶⁾ 08/25/2022	

Performance
Contingent
Stock
Options

Motorol
Solutions
Inc. -
Common
Stock

Motorol
Solutions
Inc. -
Common
Stock

Market Stock Units	(4)	03/10/2017	M	2,034 (5)	(5)	(5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOLLOY JOHN P MOTOROLA SOLUTIONS, INC. 500 WEST MONROE CHICAGO, IL 60661			EVP, Worldwide Sales	

Signatures

Amber J. Livingston on behalf of John P. Molloy, Executive Vice President, Worldwide Sales (Power of Attorney on File)	03/13/2017
**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 Motorola Solutions Employee Stock Purchase Plan and through the reinvestment of dividends.
 - (2) Represents the vesting (2,034) and payout (2,359) of the first tranche (1/3) of the market stock units (MSU) granted on March 10, 2016 at 116% payout factor and such payout includes 325 shares which were above the target number of shares originally reported.
 - (3) These options vested in four equal annual installments beginning on May 8, 2008.
- Each market stock unit (MSU) converts into shares of common stock on a 1-for-1 basis but the number of MSUs earned varies from 0% to 200% of the target number of MSUs based on the average of the closing price of the Company's common stock on the date of grant and the thirty calendar days immediately preceding the date of grant (referred to as Share Price on Date of Grant) as compared to the closing share price of the Company's common stock on the vesting date and the thirty calendar days immediately preceding the vesting date (referred to as Share Price on Vesting Date).
- (4) the thirty calendar days immediately preceding the date of grant (referred to as Share Price on Date of Grant) as compared to the closing share price of the Company's common stock on the vesting date and the thirty calendar days immediately preceding the vesting date (referred to as Share Price on Vesting Date).
 - (5) One third of the MSU award will vest on each of the first, second and third anniversaries of the date of grant and will be converted into shares of common stock based on a payout factor, provided that the MSUs will only vest if the Share Price on the Vesting Date equals at least 60% of the Share Price on the Date of Grant.
- The performance contingent stock options ("PCSOs") vest upon the attainment, by August 25, 2018, of each stock price requirement as follows: (a) 145,836 vests when the Company closing stock price is at least \$85.00 for ten consecutive trading days; (b) 77,437 vests
- (6) when the Company closing stock price is at least \$102.50 for ten consecutive trading days; and (c) 106,930 vests when the Company closing stock price is at least \$120.00 for ten consecutive trading days. The portion(s) of the option that has/have vested in accordance with the preceding sentence will be exercisable beginning August 25, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.