

MEREDITH THOMAS J
 Form 4
 April 03, 2007

FORM 4

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

OMB APPROVAL

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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 *
 MEREDITH THOMAS J

(Last) (First) (Middle)
 MOTOROLA, INC., 1303 E.
 ALGONQUIN RD.
 (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)
 04/02/2007

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)
 Acting Chief Financial Officer

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	<u>11</u>	04/02/2007			A		500,000		<u>(1)</u>	04/02/2009	Common Stock	500,000
Employee Stock Option (Right to Buy)	\$ 17.56	04/02/2007			A		250,000		04/02/2008	04/02/2017	Common Stock	250,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEREDITH THOMAS J MOTOROLA, INC. 1303 E. ALGONQUIN RD. SCHAUMBURG, IL 60196	X		Acting Chief Financial Officer	

Signatures

Carol Forsyte on behalf of Thomas J. Meredith, Director and Acting Chief Financial Officer, Motorola, Inc. (Power of Attorney on File) 04/03/2007

__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).

Each restricted stock unit represents a contingent right to receive one share of Motorola, Inc. common stock. Restrictions lapse as follows:
 165,000 units, representing 33% of the total initial granted restricted stock units, vest only if and to the extent the closing price for a share of the company's common stock meets or exceeds \$20.00 for 10 trading days out of any 30 consecutive trading days; An additional
 (1) 165,000 units, representing 33% of the total initial granted restricted stock units, vest only if and to the extent the closing price for a share of the company's common stock meets or exceeds \$22.00 for 10 trading days out of any 30 consecutive trading days; The final 170,000 units, representing 34% of the total initial granted restricted stock units, vest only if and to the extent the closing price for a share of the company's common stock meets or exceeds \$24.00 for 10 trading days out of any 30 consecutive trading days.

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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