

Motorola Solutions, Inc.
Form DEF 14A
March 15, 2011
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Motorola Solutions, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

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PRINCIPAL EXECUTIVE OFFICES:

1303 East Algonquin Road

Schaumburg, Illinois 60196

March 15, 2011

PLACE OF MEETING:

Capital Hilton

1001 16th Street NW
Washington, DC 20036

NOTICE OF 2011 ANNUAL MEETING OF STOCKHOLDERS

To our Stockholders:

Our Annual Meeting will be held at the Capital Hilton, 1001 16th Street NW, Washington, DC 20036 on Monday, May 2, 2011 at 5:00 P.M., EDT.

The purpose of the meeting is to:

1. elect eight directors for a one-year term;
2. hold a stockholder advisory vote on executive compensation;
3. hold a stockholder advisory vote on the frequency of advisory voting to approve executive compensation;
4. reapprove the material terms of performance-based awards under the Motorola Solutions Omnibus Incentive Plan of 2006;
5. ratify the appointment of KPMG LLP as Motorola Solutions independent registered public accounting firm for 2011;
6. consider and vote upon a stockholder proposal, if properly presented at the meeting; and
7. act upon such other matters as may properly come before the meeting.

Only Motorola Solutions stockholders of record at the close of business on March 7, 2011 (the record date) will be entitled to vote at the meeting. Please vote in one of the following ways:

visit the website shown on your Motorola Solutions Notice of Internet Availability of Proxy Materials for the 2011 Annual Meeting (your Notice) or proxy card to vote via the Internet;

use the toll-free telephone number shown at the website address listed on your Notice or on your proxy card;

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if you received a printed copy of the proxy card, mark, sign, date and return the enclosed proxy card using the postage-paid envelope provided; or

in person at the Annual Meeting.

PLEASE NOTE THAT ATTENDANCE AT THE MEETING WILL BE LIMITED TO STOCKHOLDERS OF MOTOROLA SOLUTIONS AS OF THE RECORD DATE (OR THEIR AUTHORIZED REPRESENTATIVES). YOU WILL BE REQUIRED TO PROVIDE THE ADMISSION TICKET THAT IS DETACHABLE FROM YOUR NOTICE OR PROXY CARD OR PROVIDE OTHER EVIDENCE OF OWNERSHIP. IF YOUR SHARES ARE HELD BY A BANK OR BROKER, PLEASE BRING TO THE MEETING YOUR BANK OR BROKER STATEMENT EVIDENCING YOUR BENEFICIAL OWNERSHIP OF MOTOROLA SOLUTIONS STOCK ON THE RECORD DATE TO GAIN ADMISSION TO THE MEETING.

By order of the Board of Directors,

Lewis A. Steverson

Secretary

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ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON MAY 2, 2011

March 15, 2011

Dear Fellow Motorola Solutions Stockholders:

You are cordially invited to attend Motorola Solutions' 2011 Annual Stockholders Meeting. The meeting will be held on Monday, May 2, 2011 at 5:00 P.M., EDT, at the Capital Hilton, 1001 16th Street NW, Washington, DC 20036. Given the importance of government and public safety markets to the Motorola Solutions business, in particular our federal government customers, we have decided to hold this year's Annual Meeting of Stockholders in Washington DC.

We encourage you to vote your shares through one of the three convenient methods described in the enclosed Proxy Statement and, if your schedule permits, to attend the meeting. We would appreciate your support on the following management proposals:

the election of the eight nominated directors;

the advisory approval of the Company's executive compensation;

the advisory approval of the Company's frequency of advisory voting on executive compensation;

the reapproval of the material terms of performance-based awards under the Company's Omnibus Incentive Plan of 2006; and

the ratification of the appointment of KPMG LLP as our independent registered public accounting firm.

Your vote is important, so please act at your first opportunity.

On behalf of your Board of Directors, thank you for your continued support of Motorola Solutions.

Gregory Q. Brown

President and CEO
Motorola Solutions, Inc.

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PROXY STATEMENT

1

PROXY STATEMENT

ABOUT THE 2011 ANNUAL MEETING

This proxy statement (the Proxy Statement) is being furnished to holders of common stock, \$0.01 par value per share (the Common Stock), of Motorola Solutions, Inc. (Motorola Solutions, or the Company). Proxies are being solicited on behalf of the Board of Directors of the Company (the Board) to be used at the 2011 Annual Meeting of Stockholders (the Annual Meeting) to be held at the Capital Hilton, 1000 16th Street NW, Washington, DC 20036 on Monday, May 2, 2011 at 5:00 P.M., EDT, for the purposes set forth in the Notice of 2011 Annual Meeting of Stockholders.

All stockholders may view and print Motorola Solutions Proxy Statement and the 2010 Annual Report at the Company's website at www.MotorolaSolutions.com/investor. The information contained on Motorola Solutions website is not a part of this Proxy Statement and is not deemed incorporated by reference into this Proxy Statement or any other public filing made with the Securities and Exchange Commission.

VOTING PROCEDURES

Who Is Entitled to Vote?

Only stockholders of record at the close of business on March 7, 2011 (the record date) will be entitled to notice of, and to vote at, the Annual Meeting or any adjournments or postponements thereof. On the record date, there were issued and outstanding 337,550,408 shares of Common Stock entitled to vote at the Annual Meeting. The Common Stock is the only class of voting securities of the Company.

A list of stockholders entitled to vote at the meeting will be available for examination at the corporate offices of Motorola Solutions, Inc., 1303 E. Algonquin Road, Door 51, Schaumburg, Illinois 60196 for ten days before the Annual Meeting and at the Annual Meeting.

Why Did I Receive a Notice of Internet Availability?

The Securities and Exchange Commission (the SEC) has adopted rules for the electronic distribution of proxy materials. We have elected to provide our stockholders access to our proxy materials and 2010 Annual Report on the Internet instead of sending a full set of printed proxy materials to all of our stockholders. This enables us to reduce costs, provide ease and flexibility for our stockholders and lessen the environmental impact of our Annual

Meeting by mailing most of our stockholders a Notice of Internet Availability of Proxy Materials (a Notice). If you receive a Notice by mail, you will not receive a printed copy of the proxy materials in the mail unless you request it. Instead, the Notice instructs you on how to access and review all of the important information contained in the 2011 Proxy Statement and 2010 Annual Report. The Notice also instructs you on how you may submit your proxy over the Internet or by telephone. If you receive a Notice by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice.

The Notice, which contains instructions on how to access this Proxy Statement, the form of proxy and the Company's 2010 Annual Report, is being mailed to stockholders on or about March 15, 2011.

How Can I Vote Without Attending the Annual Meeting?

There are three convenient methods for registered stockholders to direct their vote by proxy without attending the Annual Meeting. Stockholders can:

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Vote by Internet. You can vote via the Internet. The website address for Internet voting is provided on your Notice or proxy card. You will need to use the control number appearing on your Notice or proxy card to vote via the Internet. You can use the Internet to transmit your voting instructions up until 11:59 P.M. EDT on Sunday, May 1, 2011. Internet voting is available 24 hours a day. If you vote via the Internet you do NOT need to vote by telephone or return a proxy card.

Vote by Telephone. You can also vote by telephone by calling the toll-free telephone number provided on your Notice or on your proxy card. You will need to use the control number appearing on your Notice or proxy card to vote by telephone. You may transmit your voting instructions from any touch-tone telephone up until 11:59 P.M. EDT on Sunday, May 1, 2011. Telephone voting is available 24 hours a day. If you vote by telephone you do NOT need to vote over the Internet or return a proxy card.

Vote by Mail. If you received a printed copy of the proxy card, you can vote by marking it, dating it and signing it, and returning it in the postage-paid envelope provided. Please promptly mail your proxy card to ensure that it is received prior to the closing of the polls at the Annual Meeting.

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If you are a beneficial owner, or you hold your shares in street name, please check your voting instruction card or contact your bank, broker or nominee to determine whether you will be able to vote by Internet or telephone.

How Can I Change My Vote?

Registered stockholders can revoke their proxy at any time before it is voted at the Annual Meeting by either:

Submitting another timely, later-dated proxy by Internet, telephone or mail;

Delivering timely written notice of revocation to the Secretary, Motorola Solutions, Inc., 1303 East Algonquin Road, Schaumburg, Illinois 60196; or

Attending the Annual Meeting and voting in person.

If your shares are held in the name of a bank, broker or other nominee, you must obtain a proxy, executed in your favor, from the holder of record (that is, your bank, broker or nominee) to be able to vote at the Annual Meeting.

How Many Votes Must be Present to Conduct Business at the Annual Meeting?

In order for business to be conducted, a quorum must be represented in person or by proxy at the Annual Meeting. A quorum is a majority of the shares entitled to vote at the Annual Meeting. Shares represented by a proxy marked abstain will be considered present at the Annual Meeting for purposes of determining a quorum.

How Many Votes Am I Entitled to Cast?

You are entitled to cast one vote for each share of Common Stock you own on the record date. Stockholders do not have the right to vote cumulatively in electing directors.

Will My Shares be Voted if I Do Not Provide Instructions to My Broker?

If you are the beneficial owner of shares held in street name by a broker, the broker, as the record holder of the shares, is required to vote those shares in accordance with your instructions. If you do not give instructions to the broker, the broker will be entitled to vote the shares with respect to discretionary items,

but will not be permitted to vote the shares with respect to non-discretionary items (resulting in a broker non-vote). The ratification of the appointment of KPMG LLP is a discretionary item. The election of directors, the advisory votes on executive compensation and the frequency of such voting, the reapproval of the material terms of performance-based awards and the stockholder proposal are non-discretionary items.

Who Represents My Proxy at the Annual Meeting?

If you do not vote in person at the Annual Meeting, but have voted your shares over the Internet, by telephone or by signing and returning your proxy card, you have authorized certain members of Motorola Solutions senior management designated by the Board and named in your proxy to represent you and to vote your shares as instructed.

What if I Return a Proxy But Do Not Provide Specific Voting Instructions For Some or All of the Items?

All shares that have been properly voted whether by Internet, telephone or mail and not revoked will be voted at the Annual Meeting in accordance with your instructions. If you sign your proxy but do not give voting instructions, the shares represented by that proxy will be voted as recommended by the Board. The Board recommends a vote: (1) For the election of the eight director nominees named in this Proxy Statement, (2) For the advisory approval of the Company's executive compensation, (3) For the recommended frequency of annual advisory voting on executive compensation, (4) For the reapproval of the material terms of performance-based awards, (5) For the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2011, and (6) Against the stockholder proposal.

What if Other Matters Are Voted on at the Annual Meeting?

If any other matters are properly presented at the Annual Meeting for consideration and if you have voted your shares by Internet, telephone or mail, the persons named as proxies in your proxy will have the discretion to vote on those matters for you. At the date we filed this Proxy Statement with the SEC, the Board did not know of any other matter to be raised at the Annual Meeting.

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How Do I Vote if I Participate in the Company's 401(k) Plan?

If you own shares of Common Stock through the Motorola Solutions 401(k) Plan (the "401(k) Plan"), the Notice or proxy card includes the shares you hold in the 401(k) Plan as well as the shares you hold outside of the 401(k) Plan. Under the 401(k) Plan, participants are named fiduciaries to the extent of their authority to direct the voting of shares of Common Stock credited to their 401(k) Plan accounts and their proportionate share of allocated shares for which no direction is received and unallocated shares, if any (together, "Undirected Shares"). The trustee of the 401(k) Plan will vote Undirected Shares in the same proportion as the shares for which directions are received, except as otherwise provided in accordance with the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). By submitting voting instructions by Internet, telephone, or if hardcopies are requested, by signing, dating and returning the proxy card, you direct the trustee of the 401(k) Plan to vote these shares, in person or by proxy, as designated therein, at the Annual Meeting.

How Many Votes Are Required to Elect Directors?

The Company has adopted a majority vote standard for non-contested director elections. Because the number of nominees properly nominated for the 2011 Annual Meeting is the same as the number of directors to be nominated for election at the Annual Meeting, the election of directors is a non-contested election. As set forth in the Company's bylaws, to be elected in a non-contested election, a director nominee must receive more For votes than Against votes. Abstentions will have no effect on the director election since only votes For and Against a nominee will be counted.

How Many Votes Are Required for Advisory Approval of Executive Compensation?

With regard to the stockholder advisory vote on executive compensation, the affirmative vote of the holders of a majority of the shares present in person or by proxy and entitled to vote at the Annual Meeting will be required to approve the executive compensation. Abstentions will have the same effect as a vote Against the advisory resolution. Broker non-votes will have no effect on the outcome of the advisory vote. The results of this vote are not binding on the Board.

How Many Votes Are Required to Approve the Frequency of the Advisory Vote on Executive Compensation?

The advisory vote on the frequency of advisory votes on executive compensation will be determined based on a plurality of the votes cast. This means that the option that receives the most votes will be recommended by the stockholders to the Board of Directors. Abstentions and broker non-votes are not counted for the advisory vote on frequency of advisory votes on executive compensation and, therefore, will have no effect on the outcome of the proposal. The results of this vote are not binding on the Board.

How Many Votes Are Required to Reapprove the Company's Material Terms of Performance-Based Awards Under the Motorola Solutions Omnibus Incentive Plan of 2006?

The affirmative vote of the holders of a majority of the shares present in person or by proxy and entitled to vote at the Annual Meeting will be required to reapprove the material terms of performance-based awards. Abstentions will have the same effect as a vote Against the proposal. Broker non-votes will have no effect on the outcome of this proposal.

How Many Votes Are Required to Ratify the Appointment of KPMG LLP as Motorola Solutions' Independent Registered Public Accounting Firm?

The affirmative vote of the holders of a majority of the shares present in person or by proxy and entitled to vote at the Annual Meeting will be required to ratify the selection of KPMG LLP. Abstentions will have the same effect as a vote Against the proposal.

How Many Votes Are Required to Pass the Stockholder Proposal?

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In order to recommend that the Board consider adoption of any stockholder proposal, the affirmative vote of the holders of a majority of the shares present in person or by proxy and entitled to vote at the Annual Meeting is required. Abstentions will have the same effect as a vote Against the proposal. Broker non-votes will have no effect on the outcome of the stockholder proposal.

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PROPOSAL NO. 1

ELECTION OF DIRECTORS FOR A ONE-YEAR TERM

How Many Directors Are Standing For Election and For What Term?

The number of directors of the Company to be elected at the Annual Meeting is eight. The directors elected at the Annual Meeting will serve until their respective successors are elected and qualified or until their earlier death or resignation.

NOMINEES

Who Are the Nominees?

Each of the nominees named below is currently a director of the Company. Nominees Gregory Q. Brown, David W. Dorman, Samuel C. Scott, and Dr. John A. White were elected at the Annual Meeting of Stockholders held on May 2, 2010. Nominees William J. Bratton, Michael V. Hayden, Vincent J. Intrieri and Judy C. Lewent were elected at a Special Meeting of the Board of Directors held on November 30, 2010, with such elections effective January 4, 2011. The ages shown are as of January 1, 2011. Douglas A. Warner III is not standing for re-election.

GREGORY Q. BROWN, Principal Occupation: President and Chief Executive Officer, Motorola Solutions, Inc.

Director since 2007; Age 50

Mr. Brown joined the Company in 2003 and since January 2011 has served as President and Chief Executive Officer of Motorola Solutions, Inc. He was Co-Chief Executive Officer of Motorola, Inc. and Chief Executive Officer of Broadband Mobility Solutions from August 2008 until January 2011, and President and Chief Executive Officer of Motorola, Inc. from January 2008 until August 2008. From March 2007 through December 2007, Mr. Brown served as President and Chief Operating Officer of Motorola, Inc. From January 2003 through March 2007, Mr. Brown served as Executive Vice President of Motorola, Inc. and President of various businesses within Broadband Mobility Solutions. Prior to joining the Company, Mr. Brown was Chairman and Chief Executive Officer of Micromuse, Inc., a network management software company. Before that, he was President of Ameritech Custom Business Services and Ameritech New Media, Inc. Mr. Brown is a member of The Business Council, Business Roundtable, Northwestern Memorial Hospital board and the Technology CEO Council. He is also on the executive committee of the U.S. China Business Council (USCBC) and is a member of the U.S. Brazil CEO Forum. He was also recently appointed by President Obama to the President's Management Advisory Board. Mr. Brown received a B.A. degree in Economics from Rutgers University.

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WILLIAM J. BRATTON, Principal Occupation: Chairman of Kroll, a business of Altegrity, Inc.*Director since 2011; Age 63*

Mr. Bratton was appointed as the Chairman of Kroll, a global risk company and business of Altegrity, Inc., in September 2010 following Altegrity's acquisition of Kroll. Mr. Bratton joined Altegrity, a global security solutions and specialized law enforcement training company, in November 2009 as Chairman of Altegrity Risk International where he consulted on security for criminal justice agencies worldwide. Prior to joining Altegrity Mr. Bratton served as Chief of the Los Angeles Police Department (LAPD) from October 2002 until October 2009. From 1994 to 1996 Mr. Bratton served as the Commissioner of the New York City Police Department. Prior to the NYPD appointment, Mr. Bratton served as head of a number of other agencies including Commissioner of the Boston Police Department, Chief of Police of the New York City Transit Police Department, Superintendent of the Massachusetts Metropolitan District Commission of Police and Chief of Police for the Massachusetts Bay Transportation Authority. From 1996 until his appointment as LAPD Chief, Mr. Bratton worked in the private sector and in 2000 formed the Bratton Group, LLC, which consulted extensively in the United States and Latin America on policing, public safety, and rule of law initiatives. During this period Mr. Bratton also served as a Senior Consultant to Kroll's Public Services Safety Group and Crisis and Consulting Management Group. Mr. Bratton is currently the Vice Chairman of the Homeland Security Advisory Council. Mr. Bratton holds a Bachelor of Science degree from Boston State College, is a graduate of the FBI National Executive Institute, and the Senior Executive Fellows Program at Harvard's John F. Kennedy School of Government.

DAVID W. DORMAN, Principal Occupation: Non-Executive Chairman of the Board, Motorola Solutions, Inc.*Director since 2006; Age 56*

Mr. Dorman is the Non-Executive Chairman of the Board of Motorola Solutions, Inc. Previously he was a Managing Director and Senior Advisor with Warburg Pincus, a global leader in private equity from September 2006 to April 2008. He was Chairman and Chief Executive Officer of AT&T, a provider of internet and transaction-based voice and data services, from November 2002 until the completion of the AT&T Corp. and SBC Communications merger in November 2005. Mr. Dorman joined AT&T as President in December 2000. He began his career in the telecommunications industry at Sprint Corp. in 1981. Mr. Dorman serves on the boards of CVS Caremark Corporation, YUM! Brands, Inc., and the Georgia Tech Foundation. In the last five years, Mr. Dorman previously served on the boards of Scientific Atlanta and Phorm, Inc. Mr. Dorman received a B.S. degree in Industrial Management with high honors from the Georgia Institute of Technology.

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MICHAEL V. HAYDEN, Principal Occupation: Principal, Chertoff Group*Director since 2011; Age 65*

General Hayden is currently a principal at the Chertoff Group, a security consultancy company. General Hayden's distinguished career includes several leadership positions with the U.S. Federal Government. General Hayden served as the director of the Central Intelligence Agency from May 2006 until his retirement from federal service in February 2009. From May 2005 to May 2006 General Hayden served as Principal Deputy Director of National Intelligence. He was also the director of National Security Agency from 1999 until 2005. General Hayden is a retired United States Air Force four-star general who entered active duty in the U.S. Air Force in 1969 and retired in July 2008. General Hayden also serves on the board of Alion Science and Technology and serves as a distinguished Visiting Professor at George Mason University School of Public Policy. General Hayden received a B.A. degree in History and a M.A. degree in modern American History, both from Duquesne University. He is a graduate of the Air Force ROTC program.

VINCENT J. INTRIERI, Principal Occupation: Director of Icahn Enterprises G.P. Inc., the general partner of Icahn Enterprises L.P*Director since 2011; Age 54*

Mr. Intrieri has served as a director of Icahn Enterprises G.P. Inc., the general partner of Icahn Enterprises L.P., a diversified holding company engaged in a variety of businesses, including investment management, automotive, metals, real estate, railcar and home fashion since July 2006. Since November 2004, Mr. Intrieri has also served as a Senior Managing Director of Icahn Capital LP, the entity through which Carl C. Icahn manages third party private investment funds. Since January 2005, Mr. Intrieri has been Senior Managing Director of Icahn Associates Corp. and High River Limited Partnership, entities primarily engaged in the business of holding and investing in securities. From April 2005 through September 2008, Mr. Intrieri served as the President and Chief Executive Officer of Philip Services Corporation, a metal recycling and industrial services company. Since December 2007, Mr. Intrieri has been the Chairman of the Board and a director of PSC Metals, Inc., a metals recycling company. Since August 2005, Mr. Intrieri has served as a director of American Railcar Industries, Inc. (ARI), a company primarily engaged in manufacturing covered hopper and tank railcars. He also served as the Senior Vice President, Treasurer and Secretary of ARI from March 2005 to December 2005. Mr. Intrieri is the Chairman of the board of directors of Viskase Companies, Inc. and also serves as a director of WestPoint International, Inc., Federal-Mogul Corporation of National Energy Group and XO Holdings, Inc. In the past five years, Mr. Intrieri has served as a director of XO Communications, Inc., WCI Communities, Inc. and Lear Corporation. With respect to each company mentioned above, Carl C. Icahn, directly or indirectly, either (i) controls such company or (ii) has an interest in such company through the ownership of securities. Mr. Intrieri was a certified public accountant and received a B.S. in Accounting with distinction from The Pennsylvania State University.

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JUDY C. LEWENT, Principal Occupation: Retired; Formerly Executive Vice President & Chief Financial Officer, Merck & Co., Inc.*Director since 2011; Age 61*

Ms. Lewent joined Merck & Co., a pharmaceutical company, in 1980 and was chief financial officer from 1990 until her retirement in 2007, where she was responsible for worldwide financial, corporate development and licensing matters as well as for strategic planning. Ms. Lewent also served as president, Human Health Asia from January 2003 until July 2005. Ms. Lewent currently is a director of Dell Inc. and Thermo Fisher Scientific, Inc. She served on Motorola, Inc.'s board of directors from May 1995 to May 2010. She is a trustee of the Rockefeller Family Trust, is a life member of the Massachusetts Institute of Technology Corporation, and is a member of the American Academy of Arts and Sciences. Ms. Lewent received a bachelor's degree from Goucher College and a master's degree from the MIT Sloan School of Management.

SAMUEL C. SCOTT III, Principal Occupation: Retired; Formerly Chairman, President and Chief Executive Officer, Corn Products International*Director since 1993; Age 66*

Mr. Scott was Chairman, President and Chief Executive Officer of Corn Products International, a corn refining business, from February 2001 until his retirement in May 2009. Prior to that Mr. Scott was President and Chief Operating Officer of Corn Products International from January 1998 to February 2001. Mr. Scott serves on the Board of Directors of Bank of New York Mellon, Abbott Laboratories, the Chicago Council on Global Affairs, and the Chicago Urban League. He also serves on the Board of Northwestern Memorial HealthCare and as Chairman of Chicago Sister Cities. Mr. Scott received a B.S. degree in Engineering and an M.B.A. from Fairleigh Dickinson University.

DR. JOHN A. WHITE, Principal Occupation: Distinguished Professor of Industrial Engineering, University of Arkansas*Director since 1995; Age 71*

Dr. White is a Distinguished Professor of Industrial Engineering at the University of Arkansas. Previously, he was Chancellor of the University of Arkansas from 1997 until he retired in June 2008. Dr. White served as Dean of Engineering at Georgia Institute of Technology from 1991 to early 1997, having been a member of the faculty since 1975. He is also a director of J.B. Hunt Transport Services, Inc. In the last five years, Dr. White previously served on the boards of Logility, Inc. and Russell Corp. A member of the National Academy of Engineering, Dr. White received a B.S.I.E. from the University of Arkansas, an M.S.I.E. from Virginia Polytechnic Institute and State University and a Ph.D. from The Ohio State University.

RECOMMENDATION OF THE BOARD

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF THE EIGHT NOMINEES NAMED HEREIN AS DIRECTORS. UNLESS OTHERWISE INDICATED ON YOUR PROXY, YOUR SHARES WILL BE VOTED FOR THE ELECTION OF SUCH EIGHT NOMINEES AS DIRECTORS.

What if a Nominee is Unable to Serve as Director?

If any of the nominees named above is not available to serve as a director at the time of the Annual Meeting (an event which the Board does not now anticipate), the proxies will be voted for the election of such other person or persons as the Board may designate, unless the Board, in its discretion, reduces the number of directors.

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PROXY STATEMENT

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CORPORATE GOVERNANCE MATTERS**What Are the Board's Corporate Governance Principles?**

The Board has long adhered to governance principles designed to assure the continued vitality of the Board and excellence in the execution of its duties. The Board has responsibility for management oversight and providing strategic guidance to the Company. The Board believes that it must continue to renew itself to ensure that its members understand the industries and the markets in which the Company operates, as evidenced by our recent appointments to our Board. The Board also believes that it must remain well-informed about the positive and negative issues, problems and challenges facing Motorola Solutions and its industries and markets so that the Board members can exercise their fiduciary responsibilities to Motorola Solutions stockholders.

What Are Some of the Major Corporate Governance Initiatives the Board Has Adopted in Recent Years?

The Board recognizes the importance of evolving the Company's corporate governance practices and is committed to regularly reviewing specific elements of the Company's corporate governance and making changes when the Board deems them in the best interests of the Company and stockholders. As a result, Motorola Solutions is a leader in adopting many corporate governance best-practices. Motorola Solutions was an early adopter of the say-on-pay vote, having held a stockholder advisory vote on the Company's compensation of our named executive officers for the past two years, before such a vote was required. We will again hold an advisory vote, as now required, to seek stockholder approval of our named executive officers' compensation. We are also recommending an annual advisory vote on this topic. We elect all of our directors annually and in 2006 adopted a majority voting standard for non-contested director elections. The same year, we eliminated our shareholder rights plan (commonly known as a poison pill). Recently, we provided holders of 20% or more of Motorola Solutions' Common Stock the ability to request a special meeting of stockholders. We also have a recoupment policy to recover certain executive pay in the event of misconduct leading to a financial restatement (commonly known as a clawback policy). Further, in January 2011, the Board adopted a new change in control plan which covers our named executive officers and other members of our senior executive team. This new plan

replaces the change in control plan for existing senior executives after the notice period expires and is currently in effect for any new senior executives. The new plan limits the participants in the plan, eliminates excise tax gross up provisions, reduces the cash severance multiple and makes certain other changes, all as more fully described in the *Compensation Discussion and Analysis* and in *Change in Control Agreements*.

What Are Our Directors' Qualifications to Serve on the Motorola Solutions Board?

The Board believes it should be comprised of individuals with appropriate skills and experiences to meet its board governance responsibilities and contribute effectively to the Company. Our Governance and Nominating Committee carefully considers the skills and experiences of current directors and new nominee candidates to ensure that they meet the needs of the Company before nominating directors for election to the Board. All of our non-employee directors serve on Board committees, further supporting the Board by providing expertise to those committees. The needs of the committees also are reviewed when considering nominees to the Board.

The Board is comprised of active and former CEOs and CFOs of major corporations and individuals with experience in high-tech fields, government, law enforcement, investment banking and academia. As such, they have a deep working knowledge of matters common to large companies, generally including experience with financial statement preparation, compensation determinations, regulatory compliance, corporate governance, public affairs and legal matters. The following is a brief discussion of the specific experience, qualifications, attributes or skills that led to the conclusion that each director should serve on the Board:

Mr. Bratton's significant experience in law enforcement both in the U.S. and abroad and his insight in criminal justice system operations;

Mr. Brown's leadership experience as CEO of Motorola Solutions and his significant global business experience within the telecommunications industry;

Mr. Dorman's experience in private equity and as the chief executive officer of a global public company in the telecommunications industry;

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General Hayden's experience as a career soldier, as the nation's top military intelligence officer and his background in national security;

Mr. Intrieri's significant business and leadership experience as a director of various companies;

Ms. Lewent's experience as the chief financial officer of a global public company in the pharmaceutical industry;

Mr. Scott's experience as the chairman and chief executive officer of a global public company in the corn refining industry; and

Dr. White's experience as the chancellor of a university, as the dean of an engineering college and as an author of financial text books. Many of our directors also serve on the boards of one or more other publicly traded companies. Our Board Governance Guidelines limit the number of public company boards our directors can serve on to three or less (not including our Board) without approval of the Board. We believe Motorola Solutions benefits from the experience and expertise our directors gain from serving on those boards.

The Board also believes that it is important to effective board governance and collaboration to have the CEO serve on the Board.

Which Directors Are Independent?

On February 15, 2011, the Board made the determination, based on the recommendation of the Governance and Nominating Committee and in accordance with the Motorola Solutions, Inc. Director Independence Guidelines, that each of the former directors, Mr. Hambrecht, Mr. Meister, Mr. Meredith, Mr. Stengel, and Mr. Vinciguerra, and the current directors, Mr. Bratton, Mr. Dorman, Mr. Hayden, Mr. Intrieri, Ms. Lewent, Mr. Scott, Mr. Warner, and Dr. White, were independent during the periods in 2010 and 2011 that they were members of the Board. Mr. Brown and Dr. Jha do not qualify as independent directors since they are, or were, employees of the Company. See *What is Motorola Solutions Relationship with Entities Associated with Independent Directors?* for further details.

How Was Independence Determined?

The Motorola Solutions, Inc. Director Independence Guidelines include both the NYSE

independence standards and categorical standards the Board has adopted to determine if a relationship that a Board member has with the Company is material. The categorical standards adopted by the Board are as follows:

Contributions or payments (including the provision of goods or services) from Motorola Solutions to a charitable organization (including a foundation), a university, or other not-for-profit organization, of which a director or an immediate family member of a director (defined to include a director's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than domestic employees) who shares the director's home) is an officer, director, trustee or employee, will not impair independence unless the contribution or payment (excluding Motorola Solutions matches of charitable contributions made by employees or directors under Motorola Solutions or the Motorola Solutions Foundation's matching gift programs):

(i) is to an entity of which the director or the director's spouse currently is an officer, director or trustee, and such person held such position at the time of the contribution,

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(ii) was made within the previous three years, and

(iii) was in an amount which, in the entity's last fiscal year prior to the year of the contribution or payment, exceeded the greater of \$300,000 or 5% of such entity's consolidated gross revenues (or equivalent measure).

Indebtedness of Motorola Solutions to a bank or similar entity of which a director or a director's immediate family member is a director, officer, employee or 10% Owner (as defined below) will not impair independence unless the following are applicable:

(i) the director or the director's spouse is an executive officer of such entity or an owner who directly or indirectly has a 10% or greater equity or voting interest in such entity (a 10% Owner) and he or she held that position at any time during the previous twelve months, and

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(ii) the total amount of Motorola Solutions' indebtedness during the previous twelve months is more than 5% of the total consolidated assets of such entity in its last fiscal year.

Other business relationships between a director or a director's immediate family member, such as consulting, legal or financial advisory services provided to Motorola Solutions, will not impair independence unless the following are applicable:

(i) the director or the director's spouse is a partner, officer or 10% Owner of the company or firm providing such services, and he or she held such position at any time during the previous twelve months, and

(ii) the services that were provided during the previous twelve months were in an amount which, in the company's or firm's last fiscal year, exceeded the greater of \$1 million or 2% of such company's or firm's consolidated gross revenues.

This categorical standard does not include business relationships with Motorola Solutions' independent registered public accounting firm because those relationships are covered by the NYSE independence standards.

Motorola Solutions' ownership of voting stock of a company of which the director or the director's immediate family member is a director, officer, employee or 10% Owner will not impair independence unless the following are applicable:

(i) the director or the director's spouse is an executive officer of that company, and

(ii) Motorola Solutions is currently a 10% Owner of that company.

The ownership of Motorola Solutions common stock by a director or a director's immediate family member will not be considered to be a material relationship that would impair a director's independence.

When applying the NYSE independence standards and the categorical standards set forth above, Motorola Solutions includes Motorola Solutions, Inc. and any of its subsidiaries and the

Motorola Solutions Foundation. A complete copy of the Motorola Solutions, Inc. Director Independence Guidelines is available on the Company's website at www.MotorolaSolutions.com/investor. The information contained on Motorola Solutions' website is not a part of this Proxy Statement and is not deemed incorporated by reference into this Proxy Statement or any other public filing made with the Securities and Exchange Commission.

What is Motorola Solutions' Relationship with Entities Associated with Independent Directors?

As previously disclosed, Mr. Meredith's term as Acting Chief Financial Officer and Executive Vice President of Motorola, Inc. ended on March 1, 2008 and, under the terms of his agreement, his employment ended on March 31, 2008. In February 2008, the Board determined that after the end of his employment Mr. Meredith's independence under the Motorola Solutions, Inc. Independence Guidelines and the NYSE independence requirements was not impaired by his status as an employee of the Company from April 1, 2007 through March 31, 2008, because he was serving as an interim employee of the Company at the request of the Board while the Company conducted a search for a permanent chief financial officer.

All independent directors, other than Messrs. Meister, Intrieri and Warner, had relationships with entities that were reviewed by the Board under the NYSE's independence standards and/or the Board's categorical standards described above covering contributions or payments to charitable or similar not-for-profit organizations. In each case, the payments or contributions were significantly less than the NYSE independence standards

or the categorical standards and were determined by the Board to be immaterial. Relationships with entities related to Messrs. Bratton, Hayden, Meredith, Stengel and Vinciguerra and Ms. Lewent, were also reviewed under Other Relationships of the categorical standards and each were determined by the Board to be immaterial.

Are the Members of the Audit and Legal, Compensation and Leadership and Governance and Nominating Committees Independent?

Yes. The Board has determined that all of the current members of the Audit and Legal Committee, the Compensation and Leadership Committee and the Governance and Nominating Committee are independent within the meaning of the Motorola Solutions, Inc. Director Independence Guidelines,

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applicable rules of the SEC and the NYSE listing standards for independence.

Where Can I Receive More Information About Motorola Solutions Corporate Governance Practices?

Motorola Solutions maintains a corporate governance page on its website at www.MotorolaSolutions.com/investor that includes information about its corporate governance practices. The following documents are currently included on the website:

The Motorola Solutions, Inc. Board Governance Guidelines, the current version of which the Board adopted on March 14, 2011;

The Motorola Solutions, Inc. Director Independence Guidelines, the current version of which the Board adopted on September 11, 2008;

The Principles of Conduct for Members of the Motorola Solutions, Inc. Board of Directors, the current version of which the Board adopted on November 10, 2009;

The Motorola Solutions, Inc. Code of Business Conduct, which applies to all employees;

The charters of the Audit and Legal Committee, Compensation and Leadership Committee and Governance and Nominating Committee, the current versions of each of which the Board adopted on January 26, 2010;

The Motorola Solutions, Inc. Restated Certificate of Incorporation, as amended through January 4, 2011; and

The Motorola Solutions, Inc. Amended and Restated Bylaws, the current version of which the Board adopted on November 11, 2009. The Company intends to disclose amendments to the above documents, or waivers applicable to its directors, chief executive officers, chief financial officer or corporate controller from certain provisions of its ethical policies and standards for directors and its employees, on the Motorola Solutions website within four business days following the date of the amendment or waiver.

What Important Recent Events have occurred at Motorola Solutions?

On January 4, 2011, the separation of Motorola Mobility Holdings, Inc. (Motorola Mobility) from

Motorola, Inc. (the Separation) was completed. Motorola Mobility is now an independent public company, trading under the symbol MMI on the New York Stock Exchange. Pursuant to the Separation, on January 4, 2011, the stockholders of record as of the close of business on December 21, 2010 received one (1) share of Motorola Mobility common stock for each eight (8) shares of Motorola, Inc. common stock held as of December 21, 2010. Immediately following the distribution of Motorola Mobility common stock, Motorola, Inc. completed a 1-for-7 reverse stock split (the Reverse Stock Split) and changed its name to Motorola Solutions, Inc. Stockholders received cash in lieu of fractional shares produced by the Separation and the Reverse Stock Split.

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Motorola Mobility Employees and Directors:

All outstanding stock options or unvested restricted stock units held by individuals becoming employees or directors of Motorola Mobility were substituted with options or restricted stock units, as applicable, of Motorola Mobility. The substitute award of Motorola Mobility stock options was calculated by:

multiplying the number of shares subject to each such stock option grant by 0.277682 (the Motorola Mobility Adjustment Factor) and rounding down; and

dividing the exercise price per share for each such stock option grant by the Mobility Adjustment Factor and rounding up. The substitute award of restricted stock units was calculated by multiplying the number of shares subject to each such grant by the Motorola Mobility Adjustment Factor and rounding down.

The Motorola Mobility Adjustment Factor of 0.277682 was calculated by dividing (1) the regular way closing price per share of Motorola, Inc. common stock on January 3, 2011 (\$9.11), by (2) the volume-weighted average price per share of Motorola Mobility common stock trades as published by Bloomberg on January 4, 2011 (\$32.8072).

Motorola Solutions Employees and Directors:

With respect to all individuals remaining as employees or directors of Motorola Solutions, all outstanding stock options and unvested restricted stock units were adjusted to reflect the Separation and the Reverse Stock Split. The number of shares covered by, and the exercise price of, all vested and unvested stock options was adjusted to reflect the change in the

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Motorola stock price immediately following the Separation and Reverse Stock Split by:

multiplying the number of shares subject to each such stock option grant by 0.238089 (the Motorola Adjustment Factor) and rounding down; and

dividing the exercise price per share for each such stock option grant by the Motorola Adjustment Factor and rounding up. The number of restricted stock units immediately following the Separation and Reverse Stock Split was calculated by multiplying the number of shares subject to each such grant by the Motorola Adjustment Factor and rounding down.

The Motorola Adjustment Factor of 0.238089 was calculated by dividing (1) the regular way closing price per share of Motorola, Inc. common stock on January 3, 2011 (\$9.11) by (2) the volume-weighted average price per share of Motorola Solutions common stock trades as published by Bloomberg on January 4, 2011 (\$38.2629).

Board of Directors:

Directors who owned deferred stock units are entitled to dividend equivalents and therefore were treated in the same manner as shares of Motorola, Inc. common stock, as described above. However, cash in lieu of fractional shares was not paid. Rather, the distribution ratio (1-for-8) and reverse stock split ratio (1-for-7) was applied and then rounded down to the nearest whole share.

In addition, instead of receiving a distribution of shares of Motorola Mobility common stock, each director received a distribution of Motorola Mobility deferred stock units. We will be responsible for settling the Motorola Solutions deferred stock units as well as the Motorola Mobility deferred stock units for our directors following their termination of service from our Board. We will do this by purchasing shares of Motorola Mobility's common stock on the open market.

BOARD OF DIRECTORS MATTERS

How Often Did the Board Meet in 2010?

The Board held 12 meetings during 2010. Overall attendance at Board and committee meetings was 96%. Each incumbent director attended 85% or more of the combined total meetings of the Board and the committees on which he or she served during 2010.

How Many Directors will Comprise the Board?

The Board is currently comprised of nine directors. Immediately following the Annual Meeting, the Board will consist of eight directors. The Board has the authority under the Company's Bylaws to increase or decrease the size of the Board and to fill vacancies between Annual Meetings.

How Many Executive Sessions of the Board Were Held in 2010?

Independent directors of the Company meet regularly in executive session without management as required by the Motorola Solutions, Inc. Board Governance Guidelines and NYSE listing standards. Generally, executive sessions are held in conjunction with regularly-scheduled meetings of the Board. In 2010, the non-employee independent members of the Board met in executive session seven times.

What is the Leadership Structure of the Board? Why was that Structure Chosen? Who Serves as Chairman of the Board?

During 2010, and through the date of the Annual Meeting, the Board has been led by David Dorman, a non-executive, independent Chairman who has never been an employee of the Company. Mr. Dorman became the Company's first non-executive chairman in May 2008. At that time, the Board decided to elect a non-executive chairman because it believed that structure supported our plan to separate the Company into two independent, publicly traded companies. As Chairman, Mr. Dorman had a significant role in hiring Dr. Jha as Co-CEO of the Company and CEO of the Mobile Devices business.

The Board has the flexibility to make the determination whether the roles of Chairman and Chief Executive Officer should be separate or whether the same person should serve in both roles. The Board makes this determination based on what it believes is best to provide appropriate leadership for the Company at the time. Now that the Separation is complete, the Board has indicated an intent to combine the roles of Chairman and Chief Executive Officer and appoint Gregory Q. Brown to serve as both Chief Executive Officer and Chairman of the Board and Mr. Dorman to serve as Lead Independent Director. Mr. Brown's in-depth knowledge of the Motorola Solutions businesses and the issues, opportunities and challenges such businesses face, as well as his understanding of their day-to-day operations, make him well positioned to chair regular Board meetings

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and to bring key business and stakeholder issues to the Board's attention. As Lead Independent Director, Mr. Dorman would be asked to chair executive sessions of the Board and act as a liaison between our Chairman and independent directors.

In the past, the Company has combined the functions of Chairman with those of Chief Executive Officer. Throughout, the Board has been and remains committed to maintaining strong corporate governance and appropriate independent oversight of management, and, given that each of the members of the Board, other than Mr. Brown, are independent we believe that the leadership structure ultimately chosen by the Board will provide effective independent board leadership and oversight.

Will the Directors Attend the Annual Meeting?

Board members are expected to attend the Annual Meeting as provided in the Motorola Solutions, Inc. Board Governance Guidelines. All of our directors who stood for election at the 2010 Annual Meeting attended that meeting.

What is the Board's Role in the Oversight of Risks?

The Board oversees the business of the Company, including CEO and senior management performance and risk management, to assure that the long-term interests of the stockholders are being served. Each committee of the Board is also responsible for reviewing the risk exposure of the Company related to the committee's areas of responsibility and providing input to management on such risks.

Management and our Board have a robust process embedded throughout the Company to identify, analyze, manage and report all significant risks facing

the Company. The Company's CEO and other senior managers regularly report to the Board on significant risks facing the Company, including financial, operational and strategic risks. Each of the Board committees reviews with management significant risks related to the committee's area of responsibility and reports to the Board on such risks, which includes the Compensation and Leadership Committee's review of Company-wide compensation-related risks. While each committee is responsible for reviewing significant risks in the committee's area of responsibility, the entire Board is regularly informed about such risks through committee reports. The oversight of specific risks by Board committees enables the entire Board, under the leadership of the Chairman or, if the roles of Chairman and Chief Executive Officer are combined, the Chairman and the Lead Independent Director, to oversee risks facing the Company more effectively and develop strategic direction taking into account the effects and magnitude of such risks. The independent Board members also discuss the Company's significant risks when they meet in executive session without management.

Our Audit Services department has a very important role in the risk management program. The role of the department is to provide management and the Audit and Legal Committee with an overarching and objective view of the risk management activity of the enterprise. The department's engagements span financial, operational, strategic and compliance risks and the engagement results assist management in maintaining tolerable risk levels. The department conducts engagements utilizing an enterprise risk management model. The director of the department reports directly to the Audit and Legal Committee and meets regularly with the committee, including in executive session.

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What Are the Committees of the Board?

To assist it in carrying out its duties, the Board has delegated certain authority to several committees. The Board currently has the following committees: (1) Audit and Legal, (2) Compensation and Leadership, (3) Governance and Nominating, and (4) Executive. In 2010, the Board also had a Finance Committee. Committee membership as of December 31, 2010 and the number of meetings of each committee during 2010 are described below:

	<i>Audit & Legal</i>	<i>Compensation & Leadership</i>	<i>Governance & Nominating</i>	<i>Finance</i>	<i>Executive</i>
<i>Non-Employee Directors</i>					
David W. Dorman			X	X	X
William R. Hambrecht		X	Chair		X
Keith A. Meister	X			X	
Thomas J. Meredith	X			X	
Samuel C. Scott III		Chair			X
James R. Stengel		X			
Anthony J. Vinciguerra	X				
Douglas A. Warner III			X	Chair	X
John A. White	Chair				X
<i>Employee Directors</i>					
Gregory Q. Brown					Co-Chair
Sanjay K. Jha					Co-Chair
Number of Meetings in 2010	11	13	7	6	0

The committee composition as of January 4, 2011, after the Separation, is described below:

	<i>Audit & Legal</i>	<i>Compensation & Leadership</i>	<i>Governance & Nominating</i>	<i>Executive</i>
<i>Non-Employee Directors</i>				
David W. Dorman		X	Chair	X
William J. Bratton		X		
Michael V. Hayden			X	
Vincent J. Intrieri	X			
Judy C. Lewent	X		X	
Samuel C. Scott III		Chair		X
Douglas A. Warner III	X			
John A. White	Chair			X
<i>Employee Director</i>				
Gregory Q. Brown				Chair

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Where Can I Locate the Current Committee Charters?

Current versions of the Audit and Legal Committee charter, Compensation and Leadership Committee charter and Governance and Nominating Committee charter are available on our website at www.MotorolaSolutions.com/investor. The information contained on Motorola Solutions website is not a part of this Proxy Statement and is not deemed incorporated by reference into this Proxy Statement or any other public filing made with the Securities and Exchange Commission.

What Are the Functions of the Audit and Legal Committee?

Assist the Board in fulfilling its oversight responsibilities as they relate to the Company's accounting policies, internal controls, disclosure controls and procedures, financial reporting practices and legal and regulatory compliance.

Hire the independent registered public accounting firm.

Monitor the qualifications, independence and performance of the Company's independent registered public accounting firm and the performance of the Company's internal auditors.

Maintain, through regularly scheduled meetings, a line of communication between the Board and the Company's financial management, internal auditors and independent registered public accounting firm.

Oversee compliance with the Company's policies for conducting business, including ethical business standards.

Prepare the report of the Audit and Legal Committee included in this Proxy Statement.

What Are the Functions of the Compensation and Leadership Committee?

Assist the Board in overseeing the management of the Company's human resources, including:

compensation and benefits programs;

CEO performance and compensation; and

executive development and succession and diversity efforts.

Oversee the evaluation of the Company's senior management.

Review and discuss the Compensation Discussion and Analysis (CD&A) with management and make a recommendation to the Board on the inclusion of the CD&A in this Proxy Statement.

Prepare the report of the Compensation and Leadership Committee included in this Proxy Statement.

What Are the Functions of the Governance and Nominating Committee?

Identify individuals qualified to become Board members, consistent with the criteria approved by the Board.

Recommend director nominees and individuals to fill vacant positions.

Assist the Board in interpreting the Company s Board Governance Guidelines, the Board s Principles of Conduct and any other similar governance documents adopted by the Board.

Oversee the evaluation of the Board and its committees.

Generally oversee the governance and compensation of the Board.

What Were the Functions of the Finance Committee in 2010?

Review the Company s overall financial posture, asset utilization and capital structure.

Review the need for equity and/or debt financing and specific outside financing proposals.

Review and approve major transactions, such as restructurings, acquisitions, divestitures, joint ventures and equity investments.

Monitor the performance and investments of employee retirement and related funds.

Review the Company s dividend payment plans and practices.

In 2011, the Audit and Legal Committee assumed the functions of the Finance Committee listed above.

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What Are the Functions of the Executive Committee?

Act for the Board between meetings on matters already approved in principle by the Board.

Exercise the authority of the Board on specific matters assigned by the Board from time to time.

What is the Decision-Making Process to Determine Executive Compensation?

The Board has delegated to the Compensation and Leadership Committee the responsibility to oversee the programs under which compensation is paid or awarded to Motorola Solutions' executives and to evaluate the performance of Motorola Solutions' senior management. The Compensation and Leadership Committee is responsible for bringing recommended compensation actions involving the CEO to the Board for its concurrence. The specific functions of the Compensation and Leadership Committee are described in this Proxy Statement under *What Are the Functions of the Compensation and Leadership Committee?* and in the Compensation and Leadership Committee's charter, which the Compensation and Leadership Committee and the Board annually review and revise as necessary.

Motorola Solutions' Human Resources organization supports the Compensation and Leadership Committee in its work and, in some cases, acts pursuant to delegated authority from the Compensation and Leadership Committee to fulfill various functions in administering Motorola Solutions' compensation programs.

In carrying out its duties, the Compensation and Leadership Committee has direct access to outside advisors, independent compensation consultants and others to assist them in their review of the compensation for Motorola Solutions' executive officers. Since 2009, the committee has retained Compensation Advisory Partners, LLC (*Compensation Advisory Partners*) as its independent compensation consultant. During 2010, the Committee also engaged Deloitte Consulting LLP and Compensia on specific compensation matters.

For more information on the decisions made by the Compensation and Leadership Committee, see the *Compensation Discussion and Analysis*.

What is the Decision-Making Process to Determine Director Compensation?

The Governance and Nominating Committee recommends to the Board the compensation for

non-employee directors, which is to be consistent with market practices of other similarly situated companies and takes into consideration the impact on non-employee directors' independence and objectivity. The Board has asked the Compensation and Leadership Committee to assist the Governance and Nominating Committee in making such recommendations. The charter of the Governance and Nominating Committee does not permit it to delegate director compensation matters to management, and management has no role in recommending the amount or form of director compensation.

What is the Role of Independent Compensation Consultants in Executive and Director Compensation Determinations?

In accordance with the Compensation and Leadership Committee's charter, this committee has the sole authority, to the extent deemed necessary and appropriate, to retain and terminate any compensation consultants, outside counsel or other advisors, including the sole authority to approve the firm's fees and retention terms.

In accordance with this authority, since 2009, the Compensation and Leadership Committee has retained Compensation Advisory Partners as its independent consultant firm. Compensation Advisory Partners provides insight and advice on matters regarding trends in executive compensation, relative executive pay and benefits practices, assessment of pay of Motorola Solutions executives relative to performance and

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other measures as the Compensation and Leadership Committee deems appropriate. See *Independent Consultant Engagement* in the *Compensation Discussion and Analysis* for further details on the compensation-related elements the Compensation and Leadership Committee requested to be reviewed by Compensation Advisory Partners.

In January 2010 and November 2010, the Committee engaged Compensation Advisory Partners to independently review Motorola Solutions executive rewards program and the compensation of Motorola Solutions senior leadership team, including the named executive officers. Compensation Advisory Partners 2010 executive compensation reviews studied: (1) the relationship between Motorola Solutions actual 2009 and 2010 senior executive compensation levels and the Company's performance using available proxy data at that time, (2) the competitiveness of Motorola Solutions target executive pay program for 2009 and 2010 in light of Motorola Solutions executive compensation strategy and (3) the competitiveness of Motorola Solutions

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overall pay mix, long-term incentive (LTI) compensation mix, equity grants and LTI performance metrics compared to the market. The following compensation components were included in the competitive assessment: base salary; annual bonus (target annual bonus opportunity); total cash compensation (base salary plus target annual bonus opportunity); LTI (long-range incentive compensation target opportunity plus equity compensation) and total direct compensation (total cash compensation plus LTI).

Based on its independent review, Compensation Advisory Partners determined that Motorola Solutions' current executive compensation programs are fundamentally competitive and sound. The Compensation and Leadership Committee agreed with this conclusion that no substantive revisions to the compensation programs are required at this time.

The Compensation and Leadership Committee intends to engage its external independent consultant to complete an exhaustive evaluation of the Company's executive rewards program on a periodic basis. The Compensation and Leadership Committee also intends to engage its external independent consultant to review the specific compensation of the CEO and all members of the senior leadership team annually.

In 2010, the Compensation and Leadership Committee also engaged Compensia as its consultant on Motorola Mobility compensation matters and engaged Deloitte Consulting LLP (Deloitte Consulting) on Co-CEO employment agreement matters. See the *Independent Consultant Engagement* in the *Compensation Discussion and Analysis* for more information on consultant engagement.

What Role, if any, do Executive Officers Play in Determining or Recommending Executive and Director Compensation?

Motorola Solutions' senior leadership team, comprised of the CEO and certain executives designated by the CEO, provides recommendations regarding the design of the Company's compensation program to the Compensation and Leadership Committee. Additionally, this committee's independent compensation consultant provides input on these recommendations from time to time. Upon Compensation and Leadership Committee approval, the senior leadership team is responsible for executing the objectives of approved compensation programs.

Each member of Motorola Solutions' senior leadership team is ultimately responsible for approving

all compensation actions for their respective organizations. When these compensation actions involve other Motorola Solutions executives, the involved senior leadership team member is accountable for ensuring adherence to all established governance procedures.

The CEO is responsible for recommending all compensation actions involving any member of the senior leadership team or officer subject to Section 16 of the Securities Exchange Act of 1934, as amended (a Section 16 Officer), to the Compensation and Leadership Committee for its approval. The CEO takes an active role in Compensation and Leadership Committee meetings at which compensation actions involving the above officers are discussed.

As discussed above, the Compensation and Leadership Committee directly engages an independent outside consulting firm to assist it in its review of the compensation for Motorola Solutions' senior leadership team. This consultant also participates in certain committee meetings.

Motorola Solutions' Human Resources organization, together with the Compensation and Leadership Committee's independent compensation consultant, prepares recommendations regarding CEO compensation and brings those recommendations to the Compensation and Leadership Committee. The CEO is not involved in the preparation of recommendations related to his compensation and does not participate in the discussions regarding his compensation at committee meetings. The independent consultant is also available at such committee meetings where the CEO's compensation is being discussed.

The Compensation and Leadership Committee is responsible for bringing recommended compensation actions involving the CEO to the independent members of the Board for their concurrence. The Compensation and Leadership Committee cannot unilaterally approve compensation changes for the CEO.

As stated above, management does not recommend or determine director compensation.

What Are the Director Stock Ownership Guidelines?

Our Board Governance Guidelines provide that, within five years of joining the Board, non-employee directors are expected to own Motorola Solutions Common Stock with a value equivalent to at least four times the annual retainer fee for directors. For the purposes of these guidelines, Motorola Solutions Common Stock includes deferred stock units.

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How Are the Directors Compensated?

During 2010, the annual retainer fee paid to each non-employee director was \$100,000. In addition: (1) the chair of the Audit and Legal Committee received an additional annual fee of \$20,000; (2) the chair of the Compensation and Leadership Committee received an additional annual fee of \$15,000; (3) the non-employee chairs of the other committees each received an additional annual fee of \$10,000; and (4) the members of the Audit and Legal Committee, other than the chair, each received an additional annual fee of \$5,000. The non-employee Chairman of the Board receives an additional annual fee of \$280,000. The Company also reimburses its directors and, in certain circumstances, spouses who accompany directors, for travel, lodging and related expenses they incur in attending Board and committee meetings or other meetings as requested by Motorola Solutions.

A director may elect to receive all or a portion of his or her retainer and other fees in the form of deferred stock units.

Non-employee directors receive an annual grant of \$120,000 of deferred stock units in the second quarter of the fiscal year. On May 5, 2010, each non-employee director received a deferred stock unit award of 2,495 shares of Common Stock, as adjusted for the Reverse Stock Split. The number of deferred stock

units awarded was determined by dividing \$120,000 by the fair market value of a share of Common Stock on the date of grant (rounded up to the next whole number) based on the closing price on the date of grant. The deferred stock units are paid to the director in shares of Common Stock upon termination of service from the Board.

For a non-employee director who becomes a member of the Board of Directors after the annual grant of deferred stock units, the award will be prorated based on the number of full months to be served (\$10,000 per month) divided by the closing price of the Common Stock on the day of election to the Board. On January 4, 2011, each of the new directors received a grant of deferred stock units equal to \$40,000.

Non-employee directors are not eligible to participate in the Motorola Solutions Management Deferred Compensation Plan. Motorola Solutions does not have a non-equity incentive plan or pension plan for non-employee directors.

Non-employee directors do not receive any additional fees for attendance at meetings of the Board or its committees, or for additional work done on behalf of the Board or a committee. Mr. Brown and Dr. Jha, who were employees during 2010, received no additional compensation for serving on the Board or its committees.

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The following table further summarizes compensation paid to the non-employee directors during 2010.

Director Compensation for 2010

<i>Name</i>	<i>Fees Earned or Paid in Cash(\$)⁽¹⁾</i>	<i>Stock Awards(\$) ⁽²⁾⁽³⁾⁽⁴⁾</i>	<i>Option Awards(\$)⁽³⁾</i>	<i>Change in Pension Value and Nonqualified Deferred Compensation Earnings(\$)</i>	<i>All Other Compensation(\$)⁽⁵⁾</i>	<i>Total(\$) ^(h)</i>
<i>(a)</i>	<i>(b)</i>	<i>(c)</i>	<i>(d)</i>	<i>(f)</i>	<i>(g)</i>	<i>(h)</i>
David W. Dorman	0	\$ 500,008	\$ 0	\$ 0	\$ 13,500 ⁽⁶⁾	\$ 513,508
William R. Hambrecht	0	227,506	0	0	0	227,506
Judy C. Lewent ⁽⁷⁾	55,000	0	0	0	0	55,000
Keith A. Meister	\$ 105,000	120,005	0	0	10,000 ⁽⁶⁾	235,005
Thomas J. Meredith	105,000	120,005	0	0	0	225,005
Samuel C. Scott III	115,000	120,005	0	0	0	235,005
James R. Stengel	100,000	120,005	0	0	0	220,005
Anthony J. Vinciguerra	68,250	156,756	0	0	0	225,006
Douglas A. Warner III	110,000	120,005	0	0	10,000 ⁽⁶⁾	240,005
John A. White	72,000	168,000	0	296 ⁽⁸⁾	37,225 ⁽⁶⁾	277,521

- (1) Directors may elect to receive a portion of their retainer or other fees in the form of deferred stock units (DSUs). The amounts in column (b) are the portion of the annual retainer and any other fees the non-employee director has elected to receive in cash. Messrs. Dorman, Hambrecht, Vinciguerra and White deferred \$380,000, \$107,500, \$36,750 and \$48,000, respectively, of their retainer fees. These deferred amounts are reported in column (c).
- (2) Certain directors have elected to receive DSUs for a portion of their retainer or other fees. In addition, all non-employee directors received an annual grant of DSUs on May 5, 2010. All amounts in column (c) are the aggregate grant date fair value of DSUs computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation - Stock Compensation (ASC Topic 718), including dividend equivalents, as applicable. The number of DSUs received, as adjusted for the Reverse Stock Split, and the fair value on each date of grant are as follows:

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	<i>March 31 Deferred</i>	<i>May 5 Annual Grant of Deferred Stock Units</i>	<i>June 30 Deferred Stock Units</i>	<i>September 3 Deferred Stock Units</i>	<i>December 31 Deferred Stock Units</i>
Directors					
David W. Dorman	1,933	2,495	2,081	1,591	1,496
Fair value	\$ 95,002	\$ 120,005	\$ 95,003	\$ 94,999	\$ 94,999
William R. Hambrecht	508	2,495	602	460	433
Fair value	\$ 24,998	\$ 120,005	\$ 27,501	\$ 27,501	\$ 27,500
Keith A. Meister		2,495			
Fair value		\$ 120,005			
Thomas J. Meredith		2,495			
Fair value		\$ 120,005			
Samuel C. Scott III		2,495			
Fair value		\$ 120,005			
James R. Stengel		2,495			
Fair Value		\$ 120,005			
Anthony J. Vinciguerra	187	2,495	201	153	144
Fair Value	\$ 9,189	\$ 120,005	\$ 9,187	\$ 9,187	\$ 9,188
Douglas A. Warner III		2,495			
Fair Value		\$ 120,005			
John A. White	244	2,495	262	201	189
Fair Value	\$ 11,997	\$ 120,005	\$ 11,997	\$ 12,002	\$ 12,000

Former DirectorJudy Lewent⁽⁷⁾

- (3) As of December 31, 2010, adjusted for the Separation and the Reverse Stock Split, the aggregate stock and option awards outstanding for the directors were as follows below. For each director, the options to purchase Company stock listed below were exercisable at year end, except Mr. Meredith had 122,617 options outstanding of which 98,940 were exercisable at year end. The unexercisable options at year end were granted while Mr. Meredith was serving as the Company's Acting Chief Financial Officer.

<i>Director</i>	<i>Options</i>	<i>Deferred Stock Units</i>	<i>Restricted Stock/RSUs</i>
David W. Dorman	0	22,069	0
William R. Hambrecht	0	13,038	0
Keith A. Meister	0	7,113	0
Thomas J. Meredith ^(a)	122,617	7,820	16,889
Samuel C. Scott III	19,535	9,807	1,739
James R. Stengel ^(a)	3,571	8,830	0
Anthony J. Vinciguerra	0	9,627	0
Douglas A. Warner III	15,544	9,684	606
John A. White	7,562	15,532	77

Former Director

Judy C. Lewent 19,535 0 0

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- (a) The options granted to Mr. Meredith and Mr. Stengel, as well as the restricted stock units (RSUs) of Mr. Meredith, were substituted for options and RSUs of Motorola Mobility at the Separation. Neither Mr. Meredith nor Mr. Stengel holds any options or RSUs of Motorola Solutions after January 4, 2011.

- (4) Certain de minimis amounts (less than \$50) were paid in cash in lieu of fractional shares.

- (5) The aggregate amount of perquisites and personal benefits, securities or property given to each named director valued on the basis of aggregate incremental cost to the Company was less than \$10,000. Accordingly, no such amounts are reported in this column.

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- (6) The amount in this column consists of a previously elected distribution of \$27,225 pursuant to the Motorola Solutions Management Deferred Compensation Program of 2005 and amounts representing matching gift contributions made by the Motorola Solutions Foundation at the request of the director to charitable institutions in the name of the respective director pursuant to the Company's charitable matching gift program that is available to all U.S. employees and directors.
- (7) Although Ms. Lewent rejoined the Board on January 4, 2011, during 2010 she is considered a former director as she did not stand for re-election at the 2010 Annual Meeting.
- (8) The amount in this column consists of \$296 in earnings under the Motorola Solutions Management Deferred Compensation Plan that were in excess of the threshold for above-market earnings. Pursuant to SEC rules, all earnings in 2010 in excess of 4.16% (120% of the applicable federal long-term rate) have been deemed above market earnings. As of January 1, 2006, new non-employee directors were not eligible to participate in the plan. Dr. White is the only non-employee director who participates in the plan.

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Director Retirement Plan and Insurance Coverage

In 1996, the Board terminated its retirement plan and no current non-employee directors are entitled to receive retirement benefits. In 1998, Ms. Lewent, Mr. Scott and Dr. White, the only current directors with interests in the plan, converted their accrued benefits in the retirement plan into shares of restricted Common Stock. They may not sell or transfer these shares and these shares are subject to repurchase by Motorola Solutions until such directors are no longer members of the Board because: (1) they do not stand for re-election or are not re-elected, or (2) of their disability or death. Upon Ms. Lewent's departure from the Board in May 2010, the restrictions on her shares of Common Stock lapsed.

Non-employee directors are covered by insurance that provides accidental death and dismemberment coverage of \$500,000 per person. The spouse of each such director is also covered by such insurance when traveling with the director on business trips for the Company. The Company pays the premiums for such insurance. The total premiums for coverage of all such non-employee directors and their spouses during the year ended December 31, 2010 was \$2,400.

Related Person Transaction Policy and Procedures

The Company has established written policies and procedures (the Related Person Transaction Policy or the Policy) to assist it in reviewing transactions in excess of \$120,000 (Transactions) involving Motorola Solutions and its subsidiaries (collectively, the Company) and Related Persons (as defined below). This Policy supplements the Company's other conflict of interest policies set forth in the Principles of Conduct for Members of the Motorola Solutions, Inc. Board of Directors and the Motorola Solutions Code of Business Conduct for employees and our other internal procedures. A summary description of the Related Person Transaction Policy is set forth below.

For purposes of the Related Person Transaction Policy, a Related Person includes the Company's directors, director nominees and executive officers since the beginning of the Company's last fiscal year, beneficial owners of 5% or more of any class of the Company's voting securities (5% Holder) and members of their respective Immediate Family (as defined in the Policy).

The Policy provides that any Transaction since the beginning of the last fiscal year is to be promptly reported to the Company's General Counsel. The

General Counsel will assist with gathering important information about the Transaction and present the information to the Board committee responsible for reviewing the Transaction. The appropriate Board committee will determine if the Transaction is a Related Person Transaction and approve, ratify or reject the Related Person Transaction. In approving, ratifying or rejecting a Related Person Transaction, the applicable committee will consider such information as it deems important to conclude if the transaction is fair to the Company. The Governance and Nominating Committee will make all determinations regarding transactions involving a director or director nominee. The Audit and Legal Committee will make all determinations involving an executive officer or 5% Holder.

Motorola Solutions had no Related Person Transactions in 2010.

What is the Process for Identifying and Evaluating Director Candidates?

As stated in the Motorola Solutions, Inc. Board Governance Guidelines, when selecting directors, the Board and the Governance and Nominating Committee review and consider many factors, including: experience in the context of the Board's needs; leadership qualities; ability to exercise sound judgment; existing time commitments; years to retirement age; and independence. They also consider ethical standards and integrity. While the Company does not have a formal policy regarding diversity, diversity is one of several factors considered by the Board and the Governance and Nominating Committee when selecting director nominees. The Board and the Governance and Nominating Committee strive to nominate directors with a variety of complementary skills, backgrounds and perspectives so that, as a group, the Board will possess the appropriate talent, skills, experience and expertise to oversee the Company's businesses. The Governance and Nominating Committee annually assesses the effectiveness of its director nomination process and the Board Governance Guidelines.

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The Governance and Nominating Committee will consider nominees recommended by Motorola Solutions stockholders provided that the recommendation contains sufficient information for the Governance and Nominating Committee to assess the suitability of the candidate, including the candidate's qualifications. Stockholder-recommended candidates that comply with these procedures will

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receive the same consideration that candidates recommended by the Governance and Nominating Committee and management receive as discussed above.

The Governance and Nominating Committee considers recommendations from many sources, including members of the Board, management and search firms. From time-to-time, Motorola Solutions hires global search firms to help identify and facilitate the screening and interview process of director candidates. The search firm screens candidates based on the Board's criteria, performs reference checks, prepares a biography for each candidate for the Governance and Nominating Committee's review and helps arrange interviews. The Governance and Nominating Committee and the Chairman of the Board conduct interviews with candidates who meet the Board's criteria. During 2010 and in connection with the Separation, we retained two third-party search firms to conduct a search for new members of the Board. The third-party search firms reviewed the qualifications of several candidates, including candidates referred to the search firms by members of the Governance and Nominating Committee and the CEO. The third-party search firms recommended a number of candidates to the Governance and Nominating Committee. In addition, Carl C. Icahn, a security holder recommended Vincent J. Intrieri as a director candidate. The Governance and Nominating Committee interviewed candidates and as a result, each of William J. Bratton, Michael V. Hayden, Vincent J. Intrieri and Judy C. Lewent were nominated by the Governance and Nominating Committee. The Governance and Nominating Committee has full discretion in considering its nominations to the Board.

PROPOSAL NO. 2**ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION**

In accordance with Section 14A of the Securities Exchange Act of 1934, as amended (the Exchange Act) we are providing our stockholders with the opportunity to vote to approve, on a nonbinding, advisory basis, the compensation of our named executive officers as disclosed in this proxy statement. We were at the forefront of providing our stockholders with an opportunity to vote on executive compensation, when in 2008 the Board of Directors adopted a Board Governance Guideline to annually provide stockholders with the opportunity to approve

the Company's executive compensation policies and procedures. Because the stockholder vote is advisory, it will not be binding upon the Board. However, the Compensation and Leadership Committee has taken, and will continue to take, into account the outcome of the vote when considering future executive compensation arrangements.

The following is a summary of some key elements of our 2010 executive compensation policies and programs. See *Compensation Discussion and Analysis* and *Named Executive Officer Compensation* for more information.

As discussed in the *Compensation Discussion and Analysis*, the delay in the timing of the Separation from 2009 to the first quarter of 2011 had a significant influence on pay decisions for Mr. Brown and Dr. Jha. Each Co-CEO's employment agreement required amendment to mitigate the risks resulting from further Separation delays and to incentivize the Co-CEOs to execute the Separation based on the new timeline. Mr. Brown's agreement was amended to extend the date on which he had the right to terminate his employment for Good Reason (as defined therein) from January 1, 2011 to September 1, 2011. Dr. Jha's agreement was amended to extend the date on which he had the right to terminate for Good Reason (as defined therein) from October 31, 2010 to June 30, 2011. We also modified the equity awards the Co-CEOs were entitled to receive upon consummation of the Separation and the contingent cash payment Dr. Jha would have received if the Separation was not consummated. If these employment agreements had not been amended, each Co-CEO would have had the right to terminate their agreement for Good Reason and would have received severance, and in the case of Dr. Jha, a significant cash payment. As an inducement to extend the dates by which each Co-CEO could terminate for Good Reason, we modified the equity awards the Co-CEOs were entitled to receive upon consummation of the Separation, as discussed in *Named Executive Officer Compensation Employment Contracts*.

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The anticipated completion of the Separation also provided the Compensation and Leadership Committee, its independent consultant and management with an opportunity to review our ongoing compensation and benefit programs in light of our new business strategy and to address certain factors that we believe led to a negative advisory vote on pay in the Company's 2010 proxy. As a result of

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this review, we took the following actions in 2010 and early 2011:

During 2010, we continued our 2009 moratorium on pay increases in most countries, and both Mr. Brown and Dr. Jha continued the 25% reduction in base salary they voluntarily initiated in 2009. Based on our improved 2010 financial performance, we reinstated Mr. Brown's salary to its pre-2009 level in January 2011, and we intend to provide merit increases in 2011 in most countries.

In connection with the Separation, we terminated the 2009-2011 and 2010-2012 performance cycles of the Motorola, Inc. Long Range Incentive Plan (the "LRIP") and determined a pro rata payout based on actual performance through the Separation date under each LRIP cycle, which will be paid in 2012 and 2013, respectively. The forfeited portion of these LRIP payouts (due to the proration) was taken into account in determining these executives' 2011 equity grants. See *2011 Leadership Grant* section of the *Compensation Discussion and Analysis* for more information on 2011 equity grants.

In early 2011, following the Separation, we instituted a new Senior Executive Change in Control ("CIC") Plan, which included:

limiting plan eligibility to Senior Vice Presidents and Executive Vice Presidents;

eliminating excise tax gross ups for any payment deemed to be a parachute payment;

reducing the severance multiple from three times to two times eligible pay, in addition to reducing continuation of medical benefits coverage from three years to two years;

changing the definition of base salary for severance calculations from the highest annual salary during the last three years to current base salary;

changing the definition of bonus for severance calculations from highest bonus received in the last five years to target annual bonus; and

reducing the notification period for making future plan changes from three years to one year.

The changes take effect for current senior officers as soon as the notification period required by the legacy plan expires on February 1, 2014 and began for all new executives on February 1, 2011.

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In early 2011, following the Separation, we provided a leadership equity grant to a select group of key Motorola Solutions executives, including Messrs. Brown, Fitzpatrick and Delaney, to drive engagement of our senior leadership team and provide them with a meaningful stake in the continued success of the Company.

In early 2011, following the Separation, we expanded our stock ownership requirements to include Corporate Vice Presidents, who now must hold stock with a value equal to one times salary. We also implemented consequences for failure to meet the applicable stock ownership requirement within a five-year time period: each executive is required to hold any shares acquired (net of tax withholding) on the exercise of stock options or the vesting of restricted stock units until compliance with the applicable ownership requirement is attained.

In late 2010 and early 2011, we modified our comparator group to include companies that are more reflective of Motorola Solutions industry and company size.

As discussed above, we have taken a number of steps to address issues raised by our stockholders in 2010. We believe that many of the issues that led to a negative advisory vote on executive compensation in 2010 were the result of one-time actions that the Compensation and Leadership Committee and Board felt were necessary to position the Company for successful execution of the Separation. Further, after Separation, all obligations regarding the compensation of Dr. Jha and Mr. Moloney became obligations of Motorola Mobility, and Motorola Solutions has no ongoing compensation obligation to either of these named executive officers.

We have historically maintained several practices that represent strong corporate governance, including:

- an executive pay mix that is heavily weighted in favor of at risk pay, creating a strong link to driving stock price performance in a responsible manner without creating undue risk for the Company;

- a double trigger feature in our CIC Plan, that requires that an executive be separated from service in conjunction with a change in control

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event before receiving any payouts made in connection with a change in control;

a modified double trigger in our 2006 Omnibus Incentive Plan that provides that there is no acceleration of equity or performance awards if such awards are assumed or replaced by the successor company, unless otherwise provided by the Compensation and Leadership Committee. For awards that are assumed or replaced during a change in control, accelerated treatment is only provided if the executive is terminated (without cause) or voluntarily resigns for Good Reason within 24 months of the change in control event;

a clawback policy that provides for recoupment of incentive payments that are overstated as a result of the restatement of our financial earnings;

an anti-hedging policy that precludes employees and directors from engaging in any transaction in which they may profit from short-term speculative swings in the value of our securities;

a Compensation and Leadership Committee consisting entirely of independent directors, in addition to requiring all directors to stand for annual election by stockholders;

an independent compensation consultant who reports directly to the Compensation and Leadership Committee and provides no other services to the Company; and

an annual risk assessment of the Company's pay practices that is reviewed with the Compensation and Leadership Committee. We believe these practices, coupled with our recent compensation actions, demonstrate a reasonable and responsible approach to designing and managing the Company's compensation programs and address certain factors that led to a negative advisory vote on executive compensation in 2010. We will continue to evaluate our programs on an ongoing basis and make changes, as appropriate, to ensure consistency with our compensation philosophy, guiding principles and business strategy.

For the reasons discussed above, the Board unanimously recommends that stockholders vote in favor of the following resolution: