

Motorola Solutions, Inc.
Form 4
March 12, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN GREGORY Q

(Last) (First) (Middle)

**MOTOROLA SOLUTIONS,
INC., 1303 E. ALGONQUIN ROAD**

(Street)

SCHAUMBURG, IL 60196

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Motorola Solutions, Inc. - Common Stock	03/10/2014		A		29,479 ⁽¹⁾ A \$ 0	D	
Motorola Solutions, Inc. - Common Stock					81,000 ⁽³⁾	I	By Trust
Motorola Solutions, Inc. - Common Stock					78,780 ⁽⁴⁾	I	By Trust

Inc. - Common Stock							
Motorola Solutions, Inc. - Common Stock				2,220	I		Held by wife
Motorola Solutions, Inc. - Common Stock				200,000	I		Grantor Retained Annuity Trust, reporting person is Trustee

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option - Right to Buy	\$ 66.43	03/10/2014		A	326,933	<u>(5)</u> 03/10/2024	Motorola Solutions, Inc. - Common Stock 326,933

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN GREGORY Q MOTOROLA SOLUTIONS, INC. 1303 E. ALGONQUIN ROAD	X		Chairman and CEO	

SCHAUMBURG, IL 60196

Signatures

Kristin L. Kruska, on behalf of Gregory Q. Brown, Chairman and Chief Executive Officer
(Power of Attorney on File)

03/12/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These units vest the later of (a) the date on which the average closing price of the company common stock for any fifteen consecutive trading days is 115% or greater than the average closing price of the company common stock for the fifteen trading days immediately preceding the date of grant on March 10, 2014 and (b) in three equal annual installments on the first, second and third anniversary of the grant date beginning on March 10, 2015.

(2) Includes shares acquired through the reinvestment of dividends and dividend equivalent rights credited to the reporting person when and as dividends were paid on Motorola Solutions, Inc. common stock.

(3) These shares are held in an irrevocable trust for the benefit of the reporting person's wife and children. The reporting person's wife is trustee of this trust.

(4) These shares are held in an irrevocable trust for the benefit of the reporting person's children. The reporting person is trustee of this trust.

(5) These options vest the later of (a) the date on which the average closing price of the company common stock for any fifteen consecutive trading days is 115% or greater than the average closing price of the company common stock for the fifteen trading days immediately preceding the date of grant on March 10, 2014 and (b) in three equal annual installments on the first, second and third anniversary of the grant date beginning on March 10, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.