

MOTOROLA INC
Form 4
July 27, 2005

FORM 4

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

OMB APPROVAL

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

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 *
WHITE JOHN A

(Last) (First) (Middle)

**THE CHANCELLOR'S
OFFICE, 425 ADMINISTRATION
BUILDING**

(Street)

FAYETTEVILLE, AR 72701

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/27/2005

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)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Motorola, Inc. - Common Stock	07/27/2005		M		\$ 16,764 (1) 12.9384 (1) 59,770.9592 (2)	D	
Motorola, Inc. - Common Stock	07/27/2005		M		\$ 16,764 (3) 12.9205 (3) 76,534.9592 (2)	D	
Motorola, Inc. - Common	07/27/2005		M		\$ 16,764 (4) 7.2745 (4) 93,298.9592 (2)	D	

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Stock

Motorola,
Inc. -
Common
Stock

07/27/2005

S 50,292 D \$ 20.7 43,006.9592 D
(2)

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Employee Director Stock Option	\$ 12.9384 (1)	07/27/2005		M	16,764 (1)	06/01/2002 06/01/2011	Motorola, Inc. - Common Stock
Non-Employee Director Stock Option	\$ 12.9205 (3)	07/27/2005		M	16,764 (3)	05/07/2003 05/07/2012	Motorola, Inc. - Common Stock
Non-Employee Director Stock Option	\$ 7.2745 (4)	07/27/2005		M	16,764 (4)	05/06/2004 05/06/2013	Motorola, Inc. - Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WHITE JOHN A
THE CHANCELLOR'S OFFICE
425 ADMINISTRATION BUILDING
FAYETTEVILLE, AR 72701

X

Signatures

Carol Forsyte on behalf of Dr. John A. White, Director, Motorola, Inc. (Power of Attorney on File)

07/27/2005

__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).

The number of shares subject to this option and the exercise price per share have been adjusted to reflect the distribution by Motorola,

(1) Inc. on December 2, 2004 of shares of Freescale Semiconductor, Inc. This option was previously reported as covering an aggregate of 15,000 shares at an exercise price per share of \$14.46.

(2) Includes shares acquired through the reinvestment of dividends under the Mellon Investor Services Program.

The number of shares subject to this option and the exercise price per share have been adjusted to reflect the distribution by Motorola,

(3) Inc. on December 2, 2004 of shares of Freescale Semiconductor, Inc. This option was previously reported as covering an aggregate of 15,000 shares at an exercise price per share of \$14.44.

The number of shares subject to this option and the exercise price per share have been adjusted to reflect the distribution by Motorola,

(4) Inc. on December 2, 2004 of shares of Freescale Semiconductor, Inc. This option was previously reported as covering an aggregate of 15,000 shares at an exercise price per share of \$8.13.

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

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