

WARRIOR PADMASREE
Form 4
November 08, 2005

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WARRIOR PADMASREE

(Last) (First) (Middle)
1303 EAST ALGONQUIN ROAD
(Street)

SCHAUMBURG, IL 60196

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Exec. VP, Chief Tech. Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 or Price		
Motorola, Inc. - Common Stock	11/07/2005		M		25,146 A \$ 8.9298	75,347.094 (1)	D
Motorola, Inc. - Common Stock	11/07/2005		M		25,146 (2) A \$ 16.0582 (2)	100,493.094 (1)	D
Motorola, Inc. - Common Stock	11/07/2005		M		83,820 (3) A \$ 16.3028 (3)	184,313.094 (1)	D

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Motorola, Inc. - Common Stock	11/07/2005	S	120,000	D	\$ 23	<u>64,313.094</u> ⁽¹⁾	D
Motorola, Inc. - Common Stock	11/07/2005	S	4,100	D	\$ 23.06	<u>60,213.094</u> ⁽¹⁾	D
Motorola, Inc. - Common Stock	11/07/2005	S	10,000	D	\$ 23.07	<u>50,213.094</u> ⁽¹⁾	D
Motorola, Inc. - Common Stock	11/07/2005	S	12	D	\$ 23.08	<u>50,201.094</u> ⁽¹⁾	D

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ <u>16.0582</u> ⁽²⁾	11/07/2005		M	<u>25,146</u> ⁽²⁾	11/05/1999 ⁽⁴⁾	11/05/2008	Motorola, Inc. Common Stock	25,146 ⁽²⁾
Employee Stock Option (Right to Buy)	\$ 8.9298	11/07/2005		M	25,146	11/05/2003 ⁽⁵⁾	11/05/2012	Motorola, Inc. Common Stock	25,146
		11/07/2005		M		05/04/2005 ⁽⁶⁾	05/04/2014		

Employee Stock Option (Right to Buy)	\$ 16.3028 <u>(3)</u>	83,820 <u>(3)</u>	Motorola, Inc. Common Stock	83,820 <u>(3)</u>
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARRIOR PADMASREE 1303 EAST ALGONQUIN ROAD SCHAUMBURG, IL 60196			Exec. VP, Chief Tech. Officer	
				11/08/2005
			**Signature of Reporting Person	Date

Signatures

Carol Forsyte on behalf of Padmasree Warrior, Executive Vice President, Chief Technology Officer, Motorola, Inc. (Power of Attorney on File) 11/08/2005

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) Includes restricted stock units received pursuant to dividend equivalent rights which were credited to the reporting person when and as dividends were paid on Motorola common stock.
The number of shares subject to the option and the exercise price per share have been adjusted to reflect the distribution by Motorola, Inc.
 - (2) on December 2, 2004 of shares of Freescale Semiconductor, Inc. This option was previously reported as covering 22,500 shares at the time of grant at an option exercise price per share of \$17.9467.
The number of shares subject to the option and the exercise price per share have been adjusted to reflect the distribution by Motorola, Inc.
 - (3) on December 2, 2004 of shares of Freescale Semiconductor, Inc. This option was previously reported as covering 300,000 shares at the time of grant at an option exercise price per share of \$18.22.
 - (4) This option vested in three equal annual installments beginning on November 5, 1999.
 - (5) This option vests as follows: 8,382 shares on 11/05/03; 16,764 shares on 11/05/04; 25,146 shares on 11/05/05 and 33,528 shares on 11/05/06.
 - (6) This option vests in four equal annual installments of 83,820 shares each beginning on May 4, 2005.
- 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.