

MOTOROLA INC
Form 4
May 02, 2006

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 *
NEMCEK ADRIAN R

(Last) (First) (Middle)

1475 WEST SHURE DRIVE

(Street)

ARLINGTON HEIGHTS, IL 60004

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/01/2006

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)
Exec. VP

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	(A) or (D)	Price
Motorola, Inc. - Common Stock	05/01/2006		M		83,820	A	\$ 12.8937
					131,214.3416	D	(1)
Motorola, Inc. - Common Stock	05/01/2006		S		13,020	A	\$ 21.02
					118,194.3416	D	(1)
Motorola, Inc. - Common Stock	05/01/2006		S		70,800	A	\$ 21.03
					47,394.3416	D	(1)

Motorola, Inc. - Common Stock	3,693	I	Shares held in the Motorola Stock Fund of the Motorola 401(k) Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Sha
Employee Stock Option (Right to Buy)	\$ 12.8937 <u>(2)</u>	05/01/2006		M	83,820 <u>(2)</u>	03/16/2002 ⁽³⁾ 03/16/2011	Common Stock 83,8 <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEMCEK ADRIAN R 1475 WEST SHURE DRIVE ARLINGTON HEIGHTS, IL 60004			Exec. VP	

Signatures

Carol Forsyte on behalf of Adrian R. Nemcek, Executive Vice President, Motorola, Inc.
(Power of Attorney on File)

05/02/2006

__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) Includes shares acquired under the Motorola Employee Stock Purchase Plan.

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

(2) Inc. on December 2, 2004 of shares of Freescale Semiconductor, Inc. This option was previously reported as covering an aggregate of 75,000 shares at an option exercise price of \$14.41 per share.

(3) This option vests in four equal annual installments of 20,955 shares each.

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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