

MOTOROLA INC
Form S-8
May 07, 2002

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As filed with the Securities and Exchange Commission on May 7, 2002

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MOTOROLA, INC.

(Exact name of issuer as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

36-1115800

(I.R.S. Employer Identification Number)

1303 East Algonquin Road, Schaumburg, Illinois

(Address of Principal Executive Offices)

60196

(Zip Code)

Motorola Omnibus Incentive Plan of 2000

(Full Title of the Plan)

**David W. Devonshire, Executive Vice President and
Chief Financial Officer**

1303 East Algonquin Road, Schaumburg, Illinois 60196

(Name and Address of agent for service)

(847) 576-5000

(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)
Motorola, Inc. Common Stock (\$3 Par Value)(3)(4)	620,249 shares	\$14.96	\$9,275,823.80	\$853.38

- (1) Plus an indeterminate number of additional shares that may be issued if the anti-dilution adjustment provisions of the Plan becomes operative.

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and Chief Financial Officer

POWER OF ATTORNEY

Each of the hereby constitutes and appoints Christopher B. Galvin, Edward D. Breen, David W. Devonshire and Anthony M. Knapp, and each of them, as attorneys for him or her and in his or her name, place and stead, and in any and all capacities, to execute and file any amendments, supplements or statements with attorneys, and each of them, full power and authority to do and perform each and every act and thing whatsoever requisite and necessary to be done in and about the premises, as fully, to all intents and purposes, as he or she might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorney, or any of them, or their or his substitute or substitutes, may or shall lawfully do, or cause to be done, by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement, or amendment thereto, has been signed below by the following persons in the capacities and on the date or dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Christopher B. Galvin _____ Christopher B. Galvin	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	May 6, 2002
/s/ David W. Devonshire _____ David W. Devonshire	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 6, 2002
/s/ Anthony M. Knapp _____ Anthony M. Knapp	Senior Vice President and Controller (Principal Accounting Officer)	May 6, 2002
/s/ Edward D. Breen _____ Edward D. Breen	Director	May 6, 2002
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<hr/>		
/s/ Francesco Caio _____ Francesco Caio	Director	May 6, 2002
/s/ H. Laurance Fuller _____ H. Laurance Fuller	Director	May 6, 2002
/s/ Anne P. Jones _____ Anne P. Jones	Director	May 6, 2002
/s/ Judy C. Lewent _____ Judy C. Lewent	Director	May 6, 2002
/s/ Walter E. Massey _____ Walter E. Massey	Director	May 6, 2002

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<u>/s/ Nicholas Negroponte</u>	Director	May 6, 2002
Nicholas Negroponte		
<u>/s/ John E. Pepper, Jr.</u>	Director	May 6, 2002
John E. Pepper, Jr.		
<u>/s/ Samuel C. Scott III</u>	Director	May 6, 2002
Samuel C. Scott III		
<u>/s/ Douglas A. Warner III</u>	Director	May 6, 2002
Douglas A. Warner III		
<u>/s/ B. Kenneth West</u>	Director	May 6, 2002
B. Kenneth West		
<u>/s/ John A. White</u>	Director	May 6, 2002
John A. White		

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EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5	Opinion and consent of Carol H. Forsyte, Vice President, Corporate and Securities, Motorola Corporate Law Department as to the validity of the securities being issued.
23(a)	The Consent of KPMG LLP.
23(b)	The Consent of Carol H. Forsyte, Vice President, Corporate and Securities, Motorola Corporate Law Department is included in Exhibit 5.

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