

MOTOROLA INC
Form 4
July 25, 2005

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 *
WARRIOR PADMASREE

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

1303 EAST ALGONQUIN ROAD

07/25/2005

Exec. VP, Chief Tech. Officer

(Street)

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

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

SCHAUMBURG, IL 60196

(City) (State) (Zip)

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	07/25/2005		M		8,382 (1)	\$ 12.8937 (1)	62,254.4497 (2) (3)	D
Motorola, Inc. - Common Stock	07/25/2005		M		16,764 (4)	\$ 13.1532 (4)	79,018.4497 (2) (3)	D
Motorola, Inc. - Common Stock	07/25/2005		M		36,322 (5)	\$ 12.9205 (5)	115,340.4497 (2) (3)	D

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Motorola,
Inc. -
Common
Stock

07/25/2005

S 61,468 D \$ 20.58 53,872.4497
(2) (3) 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)	\$ 12.8937 (1)	07/25/2005		M	8,382 (1)	03/16/2002(6) 03/16/2011	Motorola, Inc. - Common Stock 8,382 (1)
Employee Stock Option (Right to Buy)	\$ 13.1532 (4)	07/25/2005		M	16,764 (4)	06/01/2002(7) 06/01/2011	Motorola, Inc. - Common Stock 16,764 (4)
Employee Stock Option (Right to Buy)	\$ 12.9205 (5)	07/25/2005		M	36,322 (5)	05/07/2003(8) 05/07/2012	Motorola, Inc. - Common Stock 36,322 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARRIOR PADMASREE 1303 EAST ALGONQUIN ROAD			Exec. VP, Chief Tech. Officer	

SCHAUMBURG, IL 60196

Signatures

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

07/25/2005

__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).

(1) The number of shares subject to the option and the exercise price per share have been adjusted to reflect the distribution by Motorola, Inc. on December 2, 2004 of shares of Freescale Semiconductor, Inc. This option was previously reported as covering 30,000 shares at the time of grant at an option exercise price per share of \$14.41.

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

(3) Includes restricted stock units received pursuant to dividend equivalent rights which were credited to the reporting person when and as dividends were paid on shares of Motorola common stock.

(4) The number of shares subject to the option and the exercise price per share have been adjusted to reflect the distribution by Motorola, Inc. on December 2, 2004 of shares of Freescale Semiconductor, Inc. This option was previously reported as covering 30,000 shares at the time of grant at an option exercise price per share of \$14.70.

(5) The number of shares subject to the option and the exercise price per share have been adjusted to reflect the distribution by Motorola, Inc. on December 2, 2004 of shares of Freescale Semiconductor, Inc. This option was previously reported as covering 65,000 shares at the time of grant at an option exercise price per share of \$14.44.

(6) This option vests as follows: 8,382 shares on March 16, 2002; 8,382 shares on March 16, 2003; 8,382 shares on March 16, 2004 and 8,382 shares on March 16, 2005.

(7) This option vests as follows: 8,382 shares on June 1, 2002; 8,382 shares on June 1, 2003; 8,382 shares on June 1, 2004 and 8,382 shares on June 1, 2005.

(8) This option vests as follows: 18,161 shares on May 7, 2003; 18,161 shares on May 7, 2004; 18,161 shares on May 7, 2005 and 18,161 shares on May 7, 2006.

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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