

MOTOROLA INC

Form 4

August 03, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Nottenburg Richard N

(Last) (First) (Middle)

1303 E. 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)

08/03/2005

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 \_\_\_\_ Other (specify  
below) below)

EVP, Chief Strategy 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Motorola<br>Inc. -<br>Common<br>Stock | 08/03/2005                              |                                                             | M                                    | 40,000<br>(1)                                                           | A \$<br>13.9674<br>(1)                                                                                             | 161,925.3921<br>(2)                                                     | D                                                                 |
| Motorola,<br>Inc.<br>-Common<br>Stock | 08/03/2005                              |                                                             | S                                    | 40,000                                                                  | D \$ 21.93                                                                                                         | 121,925.3921<br>(2)                                                     | D                                                                 |

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**

SEC 1474  
(9-02)

required to respond unless the form displays a currently valid OMB control number.

**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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| Employee Stock Option (Right to Buy)       | \$ 13.9674 <sup>(1)</sup>                              | 08/03/2005                           |                                                    | M                              | 40,000 <sup>(1)</sup>                                                                   | 07/23/2005 <sup>(3)</sup> 07/23/2014                     | Motorola, Inc. - Common Stock                               |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships |           |                             |       |
|------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                        | Director      | 10% Owner | Officer                     | Other |
| Nottenburg Richard N<br>1303 E. ALGONQUIN ROAD<br>SCHAUMBURG, IL 60196 |               |           | EVP, Chief Strategy Officer |       |

## Signatures

Carol Forsyte on behalf of Richard N. Nottenburg, Executive Vice President, Chief Strategy Officer, Motorola, Inc. (Power of Attorney on File) 08/03/2005

\_\_\_\_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, Inc. on December 2, 2004 of shares of Freescale Semiconductor, Inc. This option was previously reported as covering an aggregate of 300,000 shares at an exercise price per share of \$15.61.
- (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 shares of Motorola common stock.
- (3) This option vests as follows: 83,820 shares on July 23, 2005; 83,820 shares on July 23, 2006; 83,820 shares on July 23, 2007 and 83,820 shares on July 23, 2008.

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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