

MOTOROLA INC

Form 4

November 01, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAWSON A PETER

(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)

10/31/2005

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)

EVP, Gen. Counsel and Sec.

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Motorola, Inc. - Common Stock	10/31/2005		M	(1) 135,000	A \$ 16.0582 (1)	175,386.8612 (2)	D
Motorola, Inc. - Common Stock	10/31/2005		M	(3) 150,000	A \$ 12.9205 (3)	325,386.8612 (2)	D
Motorola, Inc. - Common Stock	10/31/2005		S	20,000	D \$ 21.62	305,386.8612 (2)	D

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Motorola, Inc. - Common Stock	10/31/2005	S	20,000	D	\$ 21.63	<u>285,386.8612</u> (2)	D
Motorola, Inc. - Common Stock	10/31/2005	S	20,000	D	\$ 21.64	<u>265,386.8612</u> (2)	D
Motorola, Inc. - Common Stock	10/31/2005	S	10,000	D	\$ 21.65	<u>255,386.8612</u> (2)	D
Motorola, Inc. - Common Stock	10/31/2005	S	55,000	D	\$ 21.66	<u>200,386.8612</u> (2)	D
Motorola, Inc. - Common Stock	10/31/2005	S	10,000	D	\$ 21.67	<u>190,386.3812</u> (2)	D
Motorola, Inc. - Common Stock	10/31/2005	S	40,000	D	\$ 21.68	<u>150,386.8612</u> (2)	D
Motorola, Inc. - Common Stock	10/31/2005	S	10,000	D	\$ 21.69	<u>140,386.8612</u> (2)	D
Motorola, Inc. - Common Stock	10/31/2005	S	75,000	D	\$ 21.7	<u>65,386.8612</u> (2)	D
Motorola, Inc. - Common Stock	10/31/2005	S	25,000	D	\$ 21.71	<u>40,386.8612</u> (2)	D

Motorola,
Inc. -
Common
Stock

14,231

I

Held in
Motorola
Stock
Fund of
Motorola
401(k)
Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 of Underlying Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 16.0582 (1)	10/31/2005		M	135,000 (1)	11/05/1999(4) 11/05/2008	Common Stock 135,000
Employee Stock Option (Right to Buy)	\$ 12.9205 (3)	10/31/2005		M	150,000 (3)	05/07/2003(5) 05/07/2012	Common Stock 150,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWSON A PETER 1303 EAST ALGONQUIN ROAD SCHAUMBURG, IL 60196			EVP, Gen. Counsel and Sec.	

Signatures

Carol Forsyte on behalf of A. Peter Lawson, Executive Vice President, General Counsel and Secretary, Motorola, Inc. (Power of Attorney on File)

11/01/2005

____ 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 3-for-1 stock split by Motorola, Inc. on June 1, 2000 and to reflect the distribution by Motorola, Inc. on December 2, 2004 of shares of Freescale Semiconductor, Inc. This option was previously reported at the time of grant as covering 80,000 shares at an exercise price per share of \$53.84.

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

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 275,000 shares at the time of grant at an exercise price per share of \$14.44

- (4) This option vests as follows: 89,408 shares on 11/5/99; 89,408 shares on 11/5/00 and 89,408 shares on 11/5/01.

- (5) This option vests as follows: 76,835 shares on May 7, 2003; 76,835 shares on May 7, 2004; 76,835 shares on May 7, 2005 and 76,835 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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