

Motorola Solutions, Inc.
Form 4
March 13, 2017

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 *
BROWN GREGORY Q

(Last) (First) (Middle)

**MOTOROLA SOLUTIONS,
INC., 500 WEST MONROE**

(Street)

CHICAGO, IL 60661

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Motorola Solutions, Inc. [MSI]

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2017

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)

Chairman and CEO

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)
Motorola Solutions, Inc. - Common Stock	03/09/2017		M	14,810 A	\$ 0 ⁽¹⁾ <u>(2)</u>	96,724.4969 <u>(2)</u>	D
Motorola Solutions, Inc. - Common Stock	03/09/2017		F	6,769 D	\$ 81.37 <u>(2)</u>	89,955.4969 <u>(2)</u>	D
Motorola Solutions,	03/10/2017		M	12,323 A	\$ 0 ⁽³⁾ <u>(2)</u>	102,278.4969 <u>(2)</u>	D

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Inc. - Common Stock									
Motorola Solutions, Inc. - Common Stock	03/10/2017	F	5,632	D	\$ 82.1	96,646.4969 (2)	D		
Motorola Solutions, Inc. - Common Stock	03/10/2017	F	4,491	D	\$ 82.1	92,155.4969 (2)	D		
Motorola Solutions, Inc. - Common Stock						97,544 (4)	I		By Trust
Motorola Solutions, Inc. - Common Stock						81,000 (5)	I		By Trust
Motorola Solutions, Inc. - Common Stock						2,220	I		Held by wife
Motorola Solutions, Inc. - Common Stock						64,663	I		2015 Grantor Retained Annuity Trust, reporting person is Trustee
Motorola Solutions, Inc. - Common Stock						55,607	I		2016 Grantor Retained Annuity Trust, reporting person is Trustee

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 Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Market Stock Units	(6)	03/09/2017		A		37,905		(7)	(7)	Motorola Solutions, Inc. - Common Stock	37,905
Market Stock Units	(6)	03/09/2017		M		12,768 (7)		(7)	(7)	Motorola Solutions, Inc. - Common Stock	12,768
Market Stock Units	(6)	03/10/2017		M		10,624 (7)		(7)	(7)	Motorola Solutions, Inc. - Common Stock	10,624

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN GREGORY Q MOTOROLA SOLUTIONS, INC. 500 WEST MONROE CHICAGO, IL 60661	X		Chairman and CEO	

Signatures

Kristin L. Kruska, on behalf of Gregory Q. Brown, Chairman and Chief Executive Officer
(Power of Attorney on File)

03/13/2017

__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) Represents the vesting (12,768) and payout (14,810) of the second tranche (1/3) of the market stock units (MSU) granted on March 9, 2015 at 116% payout factor and such payout includes 2,042 shares which were above the target number of shares originally reported.
- (2) Includes shares acquired through the reinvestment of dividends and dividend equivalent rights credited to the reporting person when and as dividends were paid on Motorola Solutions, Inc. common stock.
- (3) Represents the vesting (10,624) and payout (12,323) of the first tranche (1/3) of the market stock units (MSU) granted on March 10, 2016 at 116% payout factor and such payout includes 1,699 shares which were above the target number of shares originally reported.
- (4) These shares are held in an irrevocable trust for the benefit of the reporting persons children. The reporting person is trustee of this trust.
- (5) These shares are held in an irrevocable trust for the benefit of the reporting person's wife and children. The reporting person's wife is trustee of this trust.

Each market stock unit (MSU) converts into shares of common stock on a 1-for-1 basis but the number of MSUs earned varies from 0% to 200% of the target number of MSUs based on the average of the closing price of the Company's common stock on the date of grant and

- (6) the thirty calendar days immediately preceding the date of grant (referred to as Share Price on Date of Grant) as compared to the closing share price of the Company's common stock on the vesting date and the thirty calendar days immediately preceding the vesting date (referred to as Share Price on Vesting Date).

One third of the MSU award will vest on each of the first, second and third anniversaries of the date of grant and will be converted into

- (7) shares of common stock based on a payout factor, provided that the MSUs will only vest if the Share Price on the Vesting Date equals at least 60% of the Share Price on the Date of Grant.

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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