

MOTOROLA INC

Form 4

May 09, 2006

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 *
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)

05/05/2006

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 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	05/05/2006		M		43,820	A	\$ 13.9674	216,312.059 <u>(1)</u>	D
Motorola, Inc. -Common Stock	05/05/2006		M		68,750	A	\$ 15.47	285,062.059 <u>(1)</u>	D
Motorola, Inc. - Common Stock	05/05/2006		S		111,370	D	\$ 22.08	173,692.059 <u>(1)</u>	D

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Motorola, Inc. - Common Stock	05/05/2006	S	1,200	D	\$ 22.09	<u>172,492.059</u> (1)	D
Motorola, Inc. - Common Stock	05/05/2006	S	7,400	D	\$ 22.1	<u>165,092.059</u> (1)	D
Motorola, Inc. - Common Stock	05/05/2006	S	150	D	\$ 22.11	<u>164,942.059</u> (1)	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 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)	\$ 13.9674	05/05/2006		M		43,820		07/23/2005 ⁽²⁾	07/23/2014	Motorola, Inc. - Common Stock	43,820
Employee Stock Option (Right to Buy)	\$ 15.47	05/05/2006		M		68,750		05/03/2006 ⁽³⁾	05/03/2015	Motorola, Inc. - Common Stock	68,750

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director	10% Owner	Officer	Other
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Nottenburg Richard N
1303 E. ALGONQUIN ROAD
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)

05/08/2006

__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) 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.
- (2) This option vests in four equal annual installments of 83,820 shares each beginning on July 23, 2005.
- (3) This option vests in four equal annual installments of 68,750 shares each beginning on May 3, 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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