Fitzpatrick Edward J. Form 4 May 07, 2010

FORM 4

OMB APPROVAL

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

OMB Number:

3235-0287

if no longer subject to Section 16.

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations

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

burden hours per response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Fitzpatrick Edward J.

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

MOTOROLA INC [MOT]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director

10% Owner

1303 EAST ALGONQUIN ROAD

(Street)

(Month/Day/Year)

X_ Officer (give title _ Other (specify below)

05/05/2010

SVP and CFO

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SCHAUMBURG, IL 60196

| (City) | (State) | (Zip) Tabl | le I - Non-I | Derivative S | ecuriti | ies Acqu | uired, Disposed of, | or Beneficial | y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5) | | Beneficially Form: Owned Following Direct (| Ownership | Beneficial Ownership | |
| | | | Code V | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | (I) (Instr. 4) | (|
| Motorola, Inc Common Stock | 05/05/2010 | | A | 105,000 | A | \$ 0 | 316,250.8587 | D | |
| Motorola, Inc Common Stock | 05/06/2010 | | F | 691 | D | \$ 6.68 | 315,559.8587 | D | |
| Motorola, Inc Common Stock | | | | | | | 393.677 | I | Held in the Motorola Stock |

Fund of the Motorola 401(k) Plan

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

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|---|---|-----|---------------------|--------------------|---|----------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (Right to | \$ 6.87 | 05/05/2010 | | A | 242,200 | | <u>(1)</u> | 05/05/2020 | Common Stock | 242,20 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | | |

Fitzpatrick Edward J. 1303 EAST ALGONQUIN ROAD SCHAUMBURG, IL 60196

SVP and CFO

Signatures

Buy)

Jennifer M. Lagunas on behalf of Edward J. Fitzpatrick, Senior Vice President and Chief Financial Officer (Power of Attorney on File)

05/07/2010

**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) These options vest in three equal annual installments beginning on May 5, 2011.

Reporting Owners 2

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.