

HACKER MARK S.

Form 4

March 12, 2018

**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  
Expires: January 31,  
2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HACKER MARK S.

(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)

03/08/2018

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)

EVP, GC &amp; Chief Admin 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)
Motorola Solutions, Inc. - Common Stock	03/09/2018		M	4,250 A	\$ 0 <sup>(1)</sup>	13,008.2259 <sup>(2)</sup>	D
Motorola Solutions, Inc. - Common Stock	03/09/2018		F	1,883 D	\$ 109.09	11,125.2259 <sup>(2)</sup>	D
Motorola Solutions,	03/09/2018		M	2,671 A	\$ 0 <sup>(3)</sup>	13,796.2259 <sup>(2)</sup>	D

Inc. -  
Common  
Stock

Motorola  
Solutions,  
Inc. -  
Common  
Stock

03/09/2018

F

1,184

D

\$ 109.09

12,612.2259  
(2)

D

Motorola  
Solutions,  
Inc. -  
Common  
Stock

03/10/2018

M

2,909

A

\$ 0 (4)

15,521.2259  
(2)

D

Motorola  
Solutions,  
Inc. -  
Common  
Stock

03/10/2018

F

1,289

D

\$ 109.09

14,232.2259  
(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 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 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 Date	Title
Market Stock Units	(5)	03/08/2018		A	4,654	(6) (6)	Motorola Solutions, Inc. - Common Stock
Market Stock Units	(5)	03/09/2018		M	2,760 (6)	(6) (6)	Motorola Solutions, Inc. - Common Stock

Market Stock Units	(5)	03/09/2018	M	2,009 (6)	(6)	(6)	Motorola Solutions, Inc. - Common Stock	2
Performance Option	\$ 66.57	03/09/2018	A	43,053	(7)	03/09/2025	Motorola Solutions, Inc. - Common Stock	4
Market Stock Units	(5)	03/10/2018	M	1,889 (6)	(6)	(6)	Motorola Solutions, Inc. - Common Stock	1

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HACKER MARK S. MOTOROLA SOLUTIONS, INC. 500 WEST MONROE CHICAGO, IL 60661			EVP, GC & Chief Admin Officer	

## Signatures

Amber J. Livingston, on behalf of Mark S. Hacker, Executive Vice President, General Counsel and Chief Administrative Officer (Power of Attorney on File) 03/12/2018

\_\_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 (2,760) and payout (4,250) of the third tranche (1/3) tranche of the market stock units (MSU) granted on March 9, 2015 at 154% payout factor and such payout includes 1,490 shares which were above the target number of shares originally reported.
- (2) Includes shares acquired through the Motorola Solutions Employee Stock Purchase Plan.
- (3) Represents the vesting (2,009) and payout (2,671) of the first tranche (1/3) tranche of the market stock units (MSU) granted on March 9, 2017 at 133% payout factor and such payout includes 662 shares which were above the target number of shares originally reported.
- (4) Represents the vesting (1,889) and payout (2,909) of the second tranche (1/3) tranche of the market stock units (MSU) granted on March 10, 2016 at 154% payout factor and such payout includes 1,020 shares which were above the target number of shares originally reported.
- 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
- (5) 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). The target number of MSUs is reported in this Report.
- (6) 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 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

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least 60% of the Share Price on the Date of Grant.

- (7) Represents the vesting of performance based stock options granted to the reporting person on March 9, 2015 that were eligible to vest on the third anniversary date of the grant or March 9, 2018 based on the satisfaction of certain financial performance objectives. On March 9, 2018, the Company determined that, based on the Company's performance over the applicable performance period, 43,053 options would vest.

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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