

MOTOROLA INC
Form 4
April 25, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MASSEY WALTER E

(Last) (First) (Middle)

MOREHOUSE COLLEGE, 830
WESTVIEW DR., SW

(Street)

ATLANTA, GA 30314

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MOTOROLA INC [MOT]

3. Date of Earliest Transaction
(Month/Day/Year)
04/21/2006

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Motorola, Inc. - Common Stock | 04/21/2006 | | M | | 3,352 A \$ 19.69 | 30,041.5404 (1) (2) | D |
| Motorola, Inc. - Common Stock | 04/21/2006 | | M | | 16,764 A \$ 12.94 | 46,805.5404 (1) (2) | D |
| Motorola, Inc. -- Common Stock | 04/21/2006 | | M | | 16,764 A \$ 12.92 | 63,569.5404 (1) (2) | D |

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| | | | | | | | |
|--------------------------------|------------|---|--------|---|----------|--------------------------------------|---|
| Motorola, Inc. -- Common Stock | 04/21/2006 | S | 5,480 | D | \$ 22.36 | 58,089.5404 <u>(1)</u> <u>(2)</u> | D |
| Motorola, Inc. -- Common Stock | 04/21/2006 | S | 3,300 | D | \$ 22.35 | 54,789.5404 <u>(1)</u> <u>(2)</u> | D |
| Motorola, Inc. -- Common Stock | 04/21/2006 | S | 4,400 | D | \$ 22.34 | 50,389.5404 <u>(1)</u> <u>(2)</u> | D |
| Motorola, Inc. -- Common Stock | 04/21/2006 | S | 12,500 | D | \$ 22.33 | 37,889.5404 <u>(1)</u> <u>(2)</u> | D |
| Motorola, Inc. -- Common Stock | 04/21/2006 | S | 11,200 | D | \$ 22.32 | 26,689.5404 <u>(1)</u> <u>(2)</u> | 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.

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Employee Director Stock Option | \$ 19.69 <u>(3)</u> | 04/21/2006 | | M | 3,352 <u>(3)</u> | 06/03/1997 06/03/2006 | Motorola, Inc. -- Common Stock |
| Non-Employee Director Stock Option | \$ 12.94 <u>(4)</u> | 04/21/2006 | | M | 16,764 <u>(4)</u> | 06/01/2002 06/01/2011 | Motorola, Inc. -- Common |

| | | | | | | | |
|--|-----------------|------------|---|---------------|------------|------------|--|
| Non-Employee Director Stock Option | \$ 12.92 (5) | 04/21/2006 | M | 16,764 (5) | 05/07/2003 | 05/07/2012 | Stock Motorola, Inc. -- Common Stock |
|--|-----------------|------------|---|---------------|------------|------------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MASSEY WALTER E MOREHOUSE COLLEGE 830 WESTVIEW DR., SW ATLANTA, GA 30314 | X | | | |

Signatures

Carol Forsyte on behalf of Walter E. Massey, Director, Motorola, Inc. (Power of Attorney on File)

04/25/2006

__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 deferred stock units received pursuant to dividend equivalent rights which were credited to the reporting person when and as dividends were paid on Motorola common stock.
 - (2) Includes shares acquired through the reinvestment of dividends under the Mellon Investor Services Program.
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 of Motorola common stock on June 1, 2000 and the distribution by Motorola, Inc. on December 2, 2004 of shares of Freescale Semiconductor, Inc. This option was previously reported as covering 1,000 shares at the time of the grant at an option exercise price per share of \$66.00.
 - (3) 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 15,000 shares at the time of the grant at an option exercise price per share of \$14.46.
 - (4) 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 15,000 shares at the time of the grant at an option exercise price per share of \$14.44.
 - (5)

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.