

MOTOROLA INC  
Form 4  
July 28, 2006

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BROWN GREGORY**

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

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**07/27/2006**

(Check all applicable)

**1301 EAST ALGONQUIN ROAD**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

EVP, Pres, Networks & Enter

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**SCHAUMBURG, IL 60196**

(City) (State) (Zip)

**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	(D)	Price
Motorola, Inc. - Common Stock	07/27/2006		M		97,790	A	\$ 7.2745
					620,168.3864	D	(1)
Motorola, Inc. - Common Stock	07/27/2006		S		37,090	D	\$ 22.12
					583,078.3864	D	(1)
Motorola, Inc. - Common Stock	07/27/2006		S		44,800	D	\$ 22.1
					538,278.3864	D	(1)

Motorola, Inc. - Common Stock	07/27/2006	S	7,000	D	\$ 22.09	<u>531,278.3864</u> (1)	D
Motorola, Inc. - Common Stock	07/27/2006	S	8,900	D	\$ 22.08	<u>522,378.3864</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 of Underlying Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Employee Stock Option (Right to Buy)	\$ 7.2745	07/27/2006		M	97,790	05/06/2004 <sup>(2)</sup>	05/06/2013	Motorola, Inc. Common Stock	97,790

## Reporting Owners

Reporting Owner Name / Address	Relationships
BROWN GREGORY 1301 EAST ALGONQUIN ROAD SCHAUMBURG, IL 60196	Director 10% Owner Officer EVP, Pres, Networks & Enter

## Signatures

Carol Forsyte on behalf of Gregory Q. Brown, Executive Vice President, President, Networks and Enterprise Business, Motorola, Inc. (Power of Attorney on File)

07/28/2006

\_\_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 Motorola common stock.
- (2) This option vests in four equal annual installments of 97,790 shares each beginning on May 6, 2004.

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.