

MEREDITH THOMAS J
 Form 4
 May 24, 2012

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 *
MEREDITH THOMAS J

2. Issuer Name and Ticker or Trading Symbol
Motorola Mobility Holdings, Inc [MMI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

600 N. U.S. HIGHWAY 45

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

(Street)

LIBERTYVILLE, IL 60048

(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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Motorola Mobility Holdings, Inc. Common Stock	05/22/2012		D		34,263	D	\$ 40 6,720
Motorola Mobility Holdings, Inc. Common Stock	05/22/2012		D		6,720	D	0

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 35.91	05/22/2012		D	13,545	<u>(2)</u> 02/28/2018	Common Stock
Employee Stock Option (Right to Buy)	\$ 33.5	05/22/2012		D	15,009	<u>(3)</u> 03/31/2018	Common Stock
Non-Employee Director Stock Option (Right to Buy)	\$ 29.59	05/22/2012		D	2,671	05/06/2011 01/28/2021	Common Stock
Non-Employee Director Stock Option (Right to Buy)	\$ 25.04	05/22/2012		D	8,399	05/09/2012 05/09/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEREDITH THOMAS J 600 N. U.S. HIGHWAY 45 LIBERTYVILLE, IL 60048		X		

Signatures

Jennifer Lagunas on behalf of Thomas J. Meredith, Director (Power of Attorney on File)

05/24/2012

**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) Restricted stock units converted pursuant to the merger agreement between issuer and Google Inc. into restricted stock units with respect to 437 shares of Google, Inc. Class A common stock on January 1, 2014 pursuant to deferred distribution election of the reporting person.

(2) This stock option, which vested in four equal annual installments beginning on February 28, 2009, was cancelled in the merger in exchange for a cash payment of \$55,399.05 representing the difference between the exercise price of the option and the \$40.00 merger consideration (\$4.09 per share).

(3) This stock option, which vested in four equal annual installments beginning on March 31, 2009, was cancelled in the merger in exchange for a cash payment of \$97,558.50 representing the difference between the exercise price of the option and the \$40.00 merger consideration (\$6.50 per share).

(4) This stock option was cancelled in the merger in exchange for a cash payment of \$27,805.11 representing the difference between the exercise price of the option and the \$40.00 merger consideration (\$10.41 per share).

(5) This stock option was cancelled in the merger in exchange for a cash payment of \$125,649.04 representing the difference between the exercise price of the option and the \$40.00 merger consideration (\$14.96 per share).

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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