

HACKER MARK S.
Form 4
September 11, 2018

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 *
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)
09/07/2018

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 & Chief Admin Officer

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Motorola Solutions, Inc. - Common Stock	09/07/2018		M		41,736	A	\$ 66.43
					56,259.4654	D	
Motorola Solutions, Inc. - Common Stock	09/07/2018		M		9,363	A	\$ 65.48
					65,622.4654	D	
Motorola Solutions,	09/07/2018		M		43,053	A	\$ 66.57
					108,675.4654	D	

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Inc. -
Common
Stock

Motorola
Solutions,
Inc. -
Common
Stock

09/07/2018

S 332 D \$ 127.5

108,343.2395
(1) D

Motorola
Solutions,
Inc. -
Common
Stock

09/07/2018

S 8,144 D

\$ 127.4315
(2) 100,199.2395
(1) D

Motorola
Solutions,
Inc. -
Common
Stock

09/07/2018

S 30,806 D

\$ 127.3411
(3) 69,393.2395
(1) D

Motorola
Solutions,
Inc. -
Common
Stock

09/07/2018

S 63,346 D

\$ 126.7917
(4) 6,047.2395 (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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option - Right to Buy	\$ 66.43	09/07/2018		M	41,736	<u>(5)</u> 03/10/2024	Motorola Solutions, Inc. - Common 41,736

								Stock	
Employee Stock Option - Right to Buy	\$ 65.48	09/07/2018	M	9,363	<u>(6)</u>	01/23/2025	Motorola Solutions, Inc. - Common Stock	9,363	
Performance Option	\$ 66.57	09/07/2018	M	43,053	<u>(7)</u>	03/09/2025	Motorola Solutions, Inc. - Common Stock	43,053	

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 & Chief Administrative Officer (Power of Attorney on File) 09/11/2018

__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) Includes shares acquired through the Motorola Solutions Employee Stock Purchase Plan. A fractional share of .2259 was liquidated by the stock plan administrator.
\$127.4315 is the weighted average sales price. Prices for this transaction ranged from \$127.98 to \$127.15. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (2) \$127.3411 is the weighted average sales price. Prices for this transaction ranged from \$127.98 to \$127.00. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (3) \$126.7917 is the weighted average sales price. Prices for this transaction ranged from \$126.995 to \$126.495. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (4) These options vested the later of (a) the date on which the average closing price of the company common stock for any fifteen consecutive trading days is 115% or greater than the average closing price of the company common stock for the fifteen trading days immediately preceding the date of grant on March 10, 2014 and (b) in three equal annual installments beginning on March 10, 2015.
 - (5) These options vested in three equal annual installments beginning on January 23, 2016.
 - (6) These performance based stock options vested 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 vested.

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