

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2008-08-29** | Period of Report: **2008-08-27**
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ISSUER

MOTOROLA INC

CIK: **68505** | IRS No.: **361115800** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3663** Radio & tv broadcasting & communications equipment

Mailing Address
*1303 EAST ALGONQUIN
ROAD
SCHAUMBURG IL 60196*

Business Address
*1303 E ALGONQUIN RD
SCHAUMBURG IL 60196
8475765000*

REPORTING OWNER

BROWN GREGORY Q

CIK: **1201232**
Type: **4** | Act: **34** | File No.: **001-07221** | Film No.: **081048294**
SIC: **7372** Prepackaged software

Mailing Address
*1303 E. ALGONQUIN ROAD
SCHAUMBURG IL 60196*

Business Address
*1303 E. ALGONQUIN ROAD
SCHAUMBURG IL 60196
8475765006*

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

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

1. Name and Address of Reporting Person BROWN GREGORY Q			2. Issuer Name and Ticker or Trading Symbol MOTOROLA INC [MOT]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Co-CEO and CEO, BMS	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/27/2008			
1303 EAST ALGONQUIN ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street)						
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	(A) or (D)	Price			
Motorola, Inc. - Common Stock	08/27/2008		A		583,123	A	\$ 0	1,718,725.2148 ⁽¹⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$9.6	08/27/2008		A		2,320,652		07/31/2009 ⁽²⁾	08/27/2018	Common Stock	2,320,652	\$ 0	2,320,652	D	
Stock Appreciation Right	\$9.6	08/27/2008		A		564,064		07/31/2009 ⁽³⁾	08/27/2018	Common Stock	564,064	\$ 0	564,064	D	

Explanation of Responses:

- 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.
- This option vests in three equal annual installments beginning on July 31, 2009.
- This stock appreciation right vests in three equal annual installments beginning on July 31, 2009.

Signatures

Carol H. Forsyte, on behalf of Gregory Q. Brown, Co-Chief Executive Officer, Motorola, Inc. and Chief Executive Officer, Broadband Mobility Solutions, Motorola, Inc.(Power of Attorney on File)

08/27/2008

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.