

MOTOROLA INC
Form 4
July 26, 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 *
WARRIOR PADMASREE

(Last) (First) (Middle)

1303 EAST ALGONQUIN ROAD

(Street)

SCHAUMBURG, IL 60196

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/26/2006

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)
Exec. VP, Chief Tech. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Motorola, Inc. - Common Stock	07/26/2006		M		18,161	A	\$ 12.9205
							118,661.9472 (1)
Motorola, Inc. - Common Stock	07/26/2006		M		55,880	A	\$ 7.2745
							174,541.9472 (1)
Motorola, Inc. - Common Stock	07/26/2006		M		83,820	A	\$ 16.3028
							258,361.9472 (1)

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Motorola, Inc. - Common Stock	07/26/2006	M	68,750	A	\$ 15.47	<u>327,111.9472</u> (1)	D
Motorola, Inc. -Common Stock	07/26/2006	S	226,611	D	\$ 22	<u>100,500.9472</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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Rt to Buy)	\$ 12.9205	07/26/2006		M	18,161	05/07/2003 ⁽²⁾ 05/07/2012	Motorola, Inc. Common Stock	18,161
Employee Stock Option (Rt to Buy)	\$ 7.2745	07/26/2006		M	55,880	05/06/2004 ⁽³⁾ 05/06/2013	Motorola, Inc. Common Stock	55,880
Employee Stock Option (Rt to Buy)	\$ 16.3028	07/26/2006		M	83,820	05/04/2005 ⁽⁴⁾ 05/04/2014	Motorola, Inc. Common Stock	83,820
Employee Stock Option (Rt to Buy)	\$ 15.47	07/26/2006		M	68,750	05/03/2006 ⁽⁵⁾ 05/03/2015	Motorola, Inc. -Common Stock	68,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARRIOR PADMASREE 1303 EAST ALGONQUIN ROAD SCHAUMBURG, IL 60196			Exec. VP, Chief Tech. Officer	

Signatures

Carol Forsyte on behalf of Padmasree Warrior, Executive Vice President, Chief Technology Officer, Motorola, Inc. (Power of Attorney on File)

07/26/2006

__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 18,161 shares each beginning on May 7, 2003.
 - (3) This option vested in four equal annual installments of 55,880 shares each beginning on May 6, 2004.
 - (4) This option vests in four equal annual installments of 83,820 shares each beginning on May 4, 2005.
 - (5) This option vests in four equal annual installments of 68,750 shares each beginning on May 3, 2006.

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.