

MOTOROLA INC
Form 4
May 15, 2007

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 *
LAWSON A PETER

(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)
05/14/2007

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, Gen'l Cncl & Sec'y

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Motorola, Inc. - Common Stock	05/14/2007		M		30,000	A	\$ 12.9205
					96,765.3512	D	(1)
Motorola, Inc. - Common Stock	05/14/2007		M		130,000	A	\$ 7.2745
					226,765.3512	D	(1)
Motorola, Inc. - Common Stock	05/14/2007		S		50,000	D	\$ 18.12
					176,765.3512	D	(1)

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Motorola, Inc. - Common Stock	05/14/2007	S	41,200	D	\$ 18.1	<u>135,565.35</u> ⁽¹⁾	D
Motorola, Inc. - Common Stock	05/14/2007	S	2,300	D	\$ 18.09	<u>133,265.35</u> ⁽¹⁾	D
Motorola, Inc. - Common Stock	05/14/2007	S	15,200	D	\$ 18.08	<u>118,065.35</u> ⁽¹⁾	D
Motorola, Inc. - Common Stock	05/14/2007	S	13,100	D	\$ 18.07	<u>104,965.35</u> ⁽¹⁾	D
Motorola, Inc. - Common Stock	05/14/2007	S	38,200	D	\$ 18.06	<u>66,765.35</u> ⁽¹⁾	D

Motorola, Inc. - Common Stock						14,408.49	I	Held in the Motorola Stock Fund of the Motorola 401(k) Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474 (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 Number Shares

Employee Stock Option (Right to Buy)	\$ 12.9205	05/14/2007	M	30,000	<u>(2)</u>	05/07/2012	Motorola, Inc. - Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 7.2745	05/14/2007	M	130,000	<u>(3)</u>	05/06/2013	Motorola, Inc. - Common Stock	130,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWSON A PETER 1303 EAST ALGONQUIN ROAD SCHAUMBURG, IL 60196			EVP, Gen'l Cncl & Sec'y	

Signatures

Carol Forsyte on behalf of A. Peter Lawson, Executive Vice President, General Counsel and Secretary, Motorola, Inc. (Power of Attorney on File)

05/15/2007

__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 under the Motorola Employee Stock Purchase Plan.

(2) This option vested in four equal annual installments beginning on May 7, 2003.

(3) This option vested in four equal annual installments 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.

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