

Wozniak John K
 Form 3
 November 09, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Wozniak John K | | (Month/Day/Year) | MOTOROLA INC [MOT] | |
| (Last) | (First) | (Middle) | 11/03/2009 | |
| 1303 EAST ALGONQUIN ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SCHAUMBURG, IL 60196 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | CVP and Chief Accounting Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Motorola, Inc. Common Stock | 79,023 | D | W |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | Motorola, Inc. - Common Stock | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|-------------------------------|----------------------------|------------|----------------------------|---|
| Employee Stock Option (Right to Buy) | Â (1) | 09/16/2012 | Motorola, Inc. - Common Stock | 1,117 | \$ 10.2989 | D | Â |
| Employee Stock Option (Right to Buy) | Â (2) | 05/06/2013 | Motorola, Inc. - Common Stock | 2,905 | \$ 7.2745 | D | Â |
| Employee Stock Option (Right to Buy) | Â (3) | 12/17/2013 | Motorola, Inc. - Common Stock | 9,000 | \$ 4.41 | D | Â |
| Employee Stock Option (Right to Buy) | Â (4) | 05/07/2019 | Motorola, Inc. - Common Stock | 22,500 | \$ 6.22 | D | Â |
| Employee Stock Option (Right to Buy) | Â (5) | 06/12/2014 | Motorola, Inc. - Common Stock | 11,154 | \$ 6.73 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Other |
|--|---------------|-----------|------------------------------------|---|-------|
| | Director | 10% Owner | Officer | | |
| Wozniak John K 1303 EAST ALGONQUIN ROAD SCHAUMBURG, IL 60196 | Â | Â | Â CVP and Chief Accounting Officer | Â | |

Signatures

Carol Forsyte on behalf of John K. Wozniak, Corporate Vice President and Chief Accounting Officer (Power of Attorney Attached)

11/09/2009

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) These options vested in four equal annual installments beginning on September 16, 2003.
- (2) These options vested in four equal annual installments beginning on May 6, 2004.
- (3) These options vest in two equal installments on December 17, 2009 and December 17, 2010.
- (4) These options vest in four equal annual installments beginning on May 7, 2010.
- (5) These options vest in two equal installments on June 12, 2010 and June 12, 2011

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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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