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SEMICONDUCTOR MANUFACTURING INTERNATIONAL CORP

Form SC 13G/A

February 10, 2006

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Semiconductor Manufacturing International Corporation
(Name of Issuer)
American Depository Shares Representing Ordinary Shares
(Title of Class of Securities)
81663N206
(CUSIP Number)
December 31, 2005
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

CUSIP No. 81663N206

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NAMES OF REPORTING PERSONS:

1

Motorola, Inc.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF Not applicable

SHARED VOTING POWER:

6

SHARES BENEFICIALLY OWNED BY Not applicable

SOLE DISPOSITIVE POWER:

7

EACH REPORTING PERSON Not applicable

SHARED DISPOSITIVE POWER:

8

WITH: Not applicable

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

Not applicable

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

CO

CUSIP No. 81663N206

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NAMES OF REPORTING PERSONS:

1

Motorola Asia Limited

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Hong Kong

SOLE VOTING POWER:

5

NUMBER OF Not applicable

SHARED VOTING POWER:

6

SHARES BENEFICIALLY OWNED BY Not applicable

SOLE DISPOSITIVE POWER:

7

EACH REPORTING PERSON Not applicable

SHARED DISPOSITIVE POWER:

8

WITH: Not applicable

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

Not applicable

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

Not applicable

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

CO

CUSIP No. 81663N206

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NAMES OF REPORTING PERSONS:

1

Motorola (China) Investment Limited

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

People's Republic of China

SOLE VOTING POWER:

5

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY 6

OWNED BY Not applicable

SOLE DISPOSITIVE POWER:

EACH REPORTING 7

PERSON 0

SHARED DISPOSITIVE POWER:

WITH: 8

Not applicable

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

Not applicable

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

Not applicable

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

CO

CUSIP No. 81663N206

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NAMES OF REPORTING PERSONS:

1

Motorola (China) Electronics Limited

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

People's Republic of China

SOLE VOTING POWER:

5

NUMBER OF Not applicable

SHARED VOTING POWER:

6

SHARES BENEFICIALLY OWNED BY Not applicable

SOLE DISPOSITIVE POWER:

7

EACH REPORTING PERSON Not applicable

SHARED DISPOSITIVE POWER:

8

WITH: Not applicable

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

Not applicable

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

Not applicable

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

CO

Item 1.

(a) Name of Issuer

Semiconductor Manufacturing International Corporation

(b) Address of Issuer's Principal Executive Offices

18 Zhangjiang Road

Pudong New Area

Shanghai 201203

People's Republic of China

Item 2.

(a) Name of Person Filing

The name of the persons filing this statement (the Reporting Persons) are as follows:

Motorola, Inc.

Motorola Asia Limited

Motorola (China) Investment Limited

Motorola (China) Electronics Limited

(b) Address of Principal Business Office or, if one, Residence

Motorola, Inc.

1303 East Algonquin Road

Schaumburg, IL 60196

Motorola Asia Limited

Silicon Harbour Center

2 Dai King Street

Tai Po, N.T.

Hong Kong

Motorola (China) Investment Limited

#108 Jian Guo Lu

Chaoyang District

Beijing 100022

People's Republic of China

Motorola China Electronics Limited

#108 Jian Guo Lu

Chaoyang District

Beijing 100022

People's Republic of China

(c) Citizenship

Motorola, Inc. is a Delaware corporation. Motorola (Asia) Limited is a limited liability company organized under the laws of Hong Kong. Motorola (China) Investment Limited is a company organized under the laws of the People's Republic of China. Motorola (China) Electronics Limited is a wholly foreign-owned enterprise formed in the Tianjin Economic Technological Development Area in Tianjin, China, in accordance with the laws of the People's Republic of China.

(d) Title of Class of Securities

American Depositary Shares, each representing 50 ordinary shares, par value US\$0.0004 per share

(e) CUSIP Number

81663N206

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

Not applicable

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 9, 2006

MOTOROLA, INC.

By: /s/ Carol H. Forsyte
Name: Carol H. Forsyte
Title: Vice President, Corporate and
Securities Law Department

Dated: February 9, 2006

MOTOROLA ASIA LIMITED (HONG KONG)

By: /s/ Edward J. Hughes
Name: Edward J. Hughes
Title: Director

Dated: February 9, 2006

MOTOROLA (CHINA) INVESTMENT
LIMITED

By: /s/ Edward J. Hughes
Name: Edward J. Hughes
Title: Director

Dated: February 9, 2006

MOTOROLA (CHINA) ELECTRONICS
LIMITED

By: /s/ Edward J. Hughes
Name: Edward J. Hughes
Title: Director

JOINT FILING STATEMENT

Pursuant to Rule 13d-1(k)(1), we, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of each of us.

Dated: February 9, 2006

MOTOROLA, INC.

By: /s/ Carol H. Forsyte
Name: Carol H. Forsyte
Title: Vice President, Corporate and
Securities Law Department

Dated: February 9, 2006

MOTOROLA ASIA LIMITED (HONG KONG)

By: /s/ Edward J. Hughes
Name: Edward J. Hughes
Title: Director

Dated: February 9, 2006

MOTOROLA (CHINA) INVESTMENT
LIMITED

By: /s/ Edward J. Hughes
Name: Edward J. Hughes
Title: Director

Dated: February 9, 2006

MOTOROLA (CHINA) ELECTRONICS
LIMITED

By: /s/ Edward J. Hughes
Name: Edward J. Hughes
Title: Director

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