

Motorola Mobility Holdings, Inc
 Form 4
 August 22, 2011

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 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 *
 Crum Scott A

2. Issuer Name and Ticker or Trading Symbol
 Motorola Mobility Holdings, Inc [MMI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 08/19/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Chief People Officer

MOTOROLA MOBILITY HOLDINGS, INC., 600 N. U.S. HIGHWAY 45

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LIBERTYVILLE, IL 60048

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Motorola Mobility Holdings, Inc. - Common Stock	08/19/2011		M		12,958 A \$ 27.45	90,258	D
Motorola Mobility Holdings, Inc.	08/19/2011		S		12,958 D \$ 37.8701	77,300	D

Common
Stock

Motorola
Mobility
Holdings,
Inc.
Common
Stock

08/22/2011	S	13,324	D	\$	37,956	63,976	D
				<u>(2)</u>			

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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V	(A)	(D)		
Employee Stock Option (Right to Buy)	\$ 27.45	08/19/2011		M	12,958	<u>(3)</u>	08/02/2020	Motorola Mobility Holdings, Inc. Common Stock	12,958

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Crum Scott A
MOTOROLA MOBILITY HOLDINGS, INC.
600 N. U.S. HIGHWAY 45
LIBERTYVILLE, IL 60048

SVP, Chief People Officer

Signatures

Jennifer M. Lagunas on behalf of Scott A. Crum, Senior Vice President, Chief People Officer
(Power of Attorney on File)

08/22/2011

__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) \$37.8701 is the weighted average sales price. Prices for this transaction ranged from \$37.86 to \$37.90. The reporting person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (2) \$37.9564 is the weighted average sales price. Prices for this transaction ranged from \$37.96 to \$37.965. The reporting person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (3) This stock option representing a right to purchase a total of 25,917 shares is exercisable in three equal annual installments beginning on August 2, 2011.

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.