

MOTOROLA INC
Form 4
July 25, 2005

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)
07/22/2005

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. Counsel and Sec.

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	07/22/2005		M		31,851 (1)	A	\$ 17.3915 (1)
							70,397.4673 (2)
Motorola, Inc. - Common Stock	07/22/2005		M		279,400 (3)	A	\$ 12.8937 (3)
							349,797.4673 (2)
Motorola, Inc. - Common Stock	07/22/2005		M		97,790 (4)	A	\$ 7.2745 (4)
							447,587.4673 (2)

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Motorola, Inc. - Common Stock	07/22/2005	S	3,900	D	\$ 19.3074	443,687.4673 (2)	D
Motorola, Inc. - Common Stock	07/22/2005	S	5,000	D	\$ 19.6	438,687.4673 (2)	D
Motorola, Inc. - Common Stock	07/22/2005	S	13,400	D	\$ 19.59	425,287.4673 (2)	D
Motorola, Inc. - Common Stock	07/22/2005	S	16,700	D	\$ 19.58	408,587.4673 (2)	D
Motorola, Inc. - Common Stock	07/22/2005	S	56,800	D	\$ 19.57	351,787.4673 (2)	D
Motorola, Inc. - Common Stock	07/22/2005	S	24,200	D	\$ 19.56	327,587.4673 (2)	D
Motorola, Inc. - Common Stock	07/22/2005	S	138,600	D	\$ 19.55	188,987.4673 (2)	D
Motorola, Inc. - Common Stock	07/22/2005	S	20,500	D	\$ 19.54	168,487.4673 (2)	D
Motorola, Inc. - Common Stock	07/22/2005	S	8,400	D	\$ 19.53	160,087.4673 (2)	D
Motorola, Inc. - Common Stock	07/22/2005	S	26,700	D	\$ 19.52	133,387.4673 (2)	D
Motorola, Inc. - Common Stock	07/22/2005	S	20,000	D	\$ 19.51	113,387.4673 (2)	D
	07/22/2005	S	73,008	D	\$ 19.5		D

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Motorola, Inc. - Common Stock 40,379.4673
(2)

Motorola, Inc. - Common Stock 14,236 I
Held in Motorola Stock Fund of Motorola 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 17.3915 (1)	07/22/2005		M	31,851 (1)	12/20/1996	12/20/2005	Common Stock
Employee Stock Option (Right to Buy)	\$ 12.8937 (3)	07/22/2005		M	279,400 (3)	03/16/2002(5)	03/16/2011	Common Stock
Employee Stock Option (Right to Buy)	\$ 7.2745 (4)	07/22/2005		M	97,790 (4)	05/06/2004(6)	05/06/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LAWSON A PETER
1303 EAST ALGONQUIN ROAD
SCHAUMBURG, IL 60196

EVP, Gen. Counsel and Sec.

Signatures

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

07/25/2005

__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).

The number of shares subject to the option and the exercise price per share have been adjusted to reflect the distribution by Motorola, Inc.
(1) on December 2, 2004 of shares of Freescale Semiconductor, Inc. This option was previously reported as covering 28,500 shares at an exercise price per share of \$19.44.

(2) Includes shares acquired under the Motorola Employee Stock Purchase Plan.

The number of shares subject to the option and the exercise price per share have been adjusted to reflect the distribution by Motorola, Inc.
(3) on December 2, 2004 of shares of Freescale Semiconductor, Inc. This option was previously reported as covering 250,000 shares at an exercise price per share of \$14.41

The number of shares subject to the option and the exercise price per share have been adjusted to reflect the distribution by Motorola, Inc.
(4) on December 2, 2004 of shares of Freescale Semiconductor, Inc. This option was previously reported as covering 350,000 shares at an exercise price per share of \$8.13.

(5) This option became exercisable in four equal annual installments beginning on March 16, 2002.

(6) This option is exercisable as follows: 97,790 shares on May 6, 2004; 97,790 shares on May 6, 2005; 97,790 shares on May 6, 2006 and 97,790 shares on May 6, 2007.

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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