ROMAN GEOFFREY S
Form 4
November 02, 2011

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROMAN GEOFFREY S

(Last) (First) (Middle)

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

(Street)

LIBERTYVILLE, IL 60048

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Mobility Holdings, Inc. - Common Stock	11/02/2011		M		12,495	A	$ 15.89	44,080	D	
Motorola Mobility Holdings, Inc. -	11/02/2011		M		37,505	A	$ 24.24	81,585	D	

Common Stock										
Motorola Mobility Holdings, Inc. - Common Stock	11/02/2011		S		50,000	D	$ 38.96 (1)	31,585	D	

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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	$ 15.89	11/02/2011		M			12,495	(2)	12/17/2013	Motorola Mobility Holdings, Inc. Common Stock	12,495
Employee Stock Option (Right to Buy)	$ 24.24	11/02/2011		M			37,505	(3)	06/12/2014	Motorola Mobility Holdings, Inc. Common Stock	37,505

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			SVP, Chief Technology Officer	

ROMAN GEOFFREY S
MOTOROLA MOBILITY HOLDINGS, INC.
600 N. U.S. HIGHWAY 45
LIBERTYVILLE, IL 60048

Signatures

Jennifer M. Lagunas on behalf of Geoffrey S. Roman, Senior Vice President, Chief Technology Officer (Power of Attorney on File)	11/02/2011
**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) $38.96 is the weighted average sales price. Prices for the transaction ranged from $38.96 to $38.965. 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.

(2) This stock option was fully exercisable on December 17, 2010.

(3) This stock option, representing a right to purchase a total of 41,595 shares, was fully exercisable on June 12, 2011.

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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