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MOTOROLA INC  
Form S-3MEF  
October 25, 2001

As filed with the Securities and Exchange Commission on October 25, 2001  
Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

MOTOROLA, INC.

(Exact Name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

36-1115800  
(I.R.S. Employer  
Identification No.)

1303 East Algonquin Road  
Schaumburg, Illinois 60196  
(847) 576-5000

(Address and telephone number  
of Registrant's principal executive offices)

Copies of communications to:

Carl F. Koenemann  
Executive Vice President  
and Chief Financial Officer  
1303 East Algonquin Road  
Schaumburg, Illinois 60196  
(847) 576-5000

Jeffrey A. Brown  
Senior Counsel  
1303 East Algonquin Road  
Schaumburg, Illinois 60196  
(847) 576-5014

Oscar A. David  
R. Cabell Morris, Jr.  
Winston and Strawn  
35 West Wacker Drive  
Chicago, Illinois 60601  
(312) 558-5600

Approximate date of commencement of proposed sale to the public: As soon as  
practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered  
pursuant to dividend or interest reinvestment plans, please check the following  
box. [ ]

If any of the securities being registered on this Form are to be offered on  
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933, other than securities offered only in connection with dividend or interest  
reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for an offering  
pursuant to Rule 462(b) under the Securities Act, check the following box and  
list the Securities Act registration statement number of the earlier effective  
registration statement for the same offering. [X] 333-58176

If this Form is a post-effective amendment filed pursuant to Rule 462(c)  
under the Securities Act, check the following box and list the Securities Act

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registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to Be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Debt Securities, Common Stock, par value \$3 per share, Stock Purchase Contracts and Stock Purchase Units.....	\$400,000,000		\$400,000,000	\$100,000

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, by Motorola, Inc. with the Securities and Exchange Commission. This Registration Statement hereby incorporates in its entirety by reference the contents of the Registration Statement on Form S-3 (No. 333-58176).

CERTIFICATION

Motorola hereby certifies to the Commission that it has instructed its bank to pay the Commission the filing fee of \$100,000 for the additional securities being registered hereby as soon as practicable (but in any event no later than the close of business on October 26, 2001); that it will not revoke such instructions; that it has sufficient funds in the relevant account to cover the amount of the filing fee; and that it undertakes to confirm receipt of such instructions by the bank by no later than October 26, 2001.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement, or amendment thereto, to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Schaumburg and the State of Illinois, on the 25th day of October, 2001.

MOTOROLA, INC.

By: /s/ CARL F. KOENEMANN

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Carl F. Koenemann  
 Executive Vice President  
 and Chief Financial Officer

\* \* \* \*

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and as of the dates indicated.

Signature -----	Title -----	Date ----
* ----- Christopher B. Galvin	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	October 25, 2001
/s/ CARL F. KOENEMANN ----- Carl F. Koenemann	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	October 25, 2001
* ----- Anthony M. Knapp	Senior Vice President and Controller (Principal Accounting Officer)	October 25, 2001
* ----- Ronnie C. Chan	Director	October 25, 2001
* ----- H. Laurance Fuller	Director	October 25, 2001
* ----- Robert L. Growney	Director	October 25, 2001
* ----- Anne P. Jones	Director	October 25, 2001

Signature -----	Title -----	Date ----
* ----- Judy C. Lewent	Director	October 25, 2001
* ----- Dr. Walter E. Massey	Director	October 25, 2001
* -----	Director	October 25, 2001

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Nicholas Negroponte

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Director

October 25, 2001

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John E. Pepper, Jr.

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Director

October 25, 2001

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Samuel C. Scott III

\*

Director

October 25, 2001

-----  
B. Kenneth West

\*

Director

October 25, 2001

-----  
Dr. John A. White

\*By /s/ CARL F. KOENEMANN

-----  
Carl F. Koenemann  
as Attorney-In-Fact

EXHIBIT INDEX

Exhibit	Exhibit Descriptions
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5	Opinion and Consent of Jeffrey A. Brown, Esq.
23.1	Consent of Jeffrey A. Brown (included as part of Exhibit 5).
23.2	Consent of KPMG LLP.
24	Powers of Attorney filed as Exhibit 24 to Registration Statement No. 333-58176 are hereby incorporated by reference.