

MOTOROLA INC
Form 11-K
June 25, 2009

SECURITIES AND EXCHANGE COMMISSION
100 F Street, N.E.
Washington, D.C. 20549
(202) 942-2940
FORM 11-K

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**
for the fiscal year ended December 31, 2008

or

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**
for the transition period from _____ to _____.

Commission file number: 1-7221

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

MOTOROLA 401(k) PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Motorola, Inc., 1303 E. Algonquin Road, Schaumburg, IL 60196

Financial Statements, Signatures and Exhibits

The following financial statements, signatures and exhibits are part of this report.

(a) Financial Statements

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MOTOROLA 401(k) PLAN
Schaumburg, Illinois
FINANCIAL STATEMENTS
December 31, 2008 and 2007
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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Motorola, Inc.

401(k) Plan Committee

Schaumburg, Illinois

We have audited the accompanying statements of net assets available for benefits of the Motorola 401(k) Plan (the Plan) as of December 31, 2008 and 2007, and the related statement of changes in net assets available for benefits for the year ended December 31, 2008. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2008 and 2007, and the changes in net assets available for benefits for the year ended December 31, 2008 in conformity with U.S. generally accepted accounting principles.

Our audit was conducted for the purpose of expressing an opinion on the basic financial statements taken as a whole.

The supplemental schedule of assets (held at end of year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan s management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic 2008 financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic 2008 financial statements taken as a whole.

/s/ Crowe Horwath LLP

Crowe Horwath LLP

Oak Brook, Illinois

June 24, 2009

MOTOROLA 401(K) PLAN
Schaumburg, Illinois
Financial Statements
December 31, 2008 and 2007

MOTOROLA 401(k) PLAN
Statements of Net Assets Available for Benefits
December 31, 2008 and 2007
(In thousands)

| | 2008 | 2007 |
|---|--------------|--------------|
| Assets: | | |
| Investments at fair value: | | |
| U.S. Government and agencies securities | \$ 66,753 | \$ 37,673 |
| Short term and other investments | 1,690 | 1,691 |
| Corporate bonds and debentures | 96,039 | 116,538 |
| Motorola, Inc. common stock | 147,748 | 383,338 |
| Investments in common/collective trusts | 3,798,590 | 5,339,805 |
| Investments under securities lending agreements (Note 5) | 89,259 | 58,978 |
| Securities lending collateral pool (Note 5) | 90,900 | 60,167 |
| Other | 446 | |
| Participant loans | 58,758 | 56,317 |
| Total investments | 4,350,183 | 6,054,507 |
| Receivables: | | |
| Employer contributions | 5,435 | 5,113 |
| Employee contributions | 11 | 169 |
| Pending trade sales | | 2,916 |
| Interest receivable | 1,489 | 3,014 |
| Dividends receivable | 1,675 | 1,203 |
| Total receivables | 8,610 | 12,415 |
| Total assets | 4,358,793 | 6,066,922 |
| Liabilities: | | |
| Pending trade purchases | 1,091 | 1,040 |
| Obligations for collateral received for investments under securities lending (Note 5) | 92,050 | 60,167 |
| Other | | 570 |
| Total liabilities | 93,141 | 61,777 |
| Net assets available for benefits | \$ 4,265,652 | \$ 6,005,145 |

See accompanying notes to financial statements.

MOTOROLA 401(k) PLAN
 Statement of Changes in Net Assets Available for Benefits
 Year ended December 31, 2008
 (In thousands)

| | |
|---|--------------|
| Additions to net assets attributed to: | |
| Investment income: | |
| Interest and dividends | \$ 32,827 |
| | |
| Total investment income, excluding net depreciation | 32,827 |
| | |
| Contributions: | |
| Participants | 227,631 |
| Employer | 90,782 |
| Rollover | 7,568 |
| | |
| Total contributions | 325,981 |
| | |
| Total additions | 358,808 |
| | |
| Deductions from net assets attributed to: | |
| Net depreciation in fair value of investments | 1,795,978 |
| Benefits paid to participants | 528,665 |
| Administrative and other expenses | 7,278 |
| | |
| Total deductions | 2,331,921 |
| | |
| Net decrease before transfers | (1,973,113) |
| | |
| Transfer of assets relating to plan mergers, net (Note 7) | 233,620 |
| | |
| Net decrease | (1,739,493) |
| | |
| Net assets available for benefits: | |
| Beginning of year | 6,005,145 |
| | |
| End of year | \$ 4,265,652 |

See accompanying notes to financial statements.

MOTOROLA 401(k) PLAN
Notes to Financial Statements
December 31, 2008 and 2007

(1) Description of Plan

The following description of the Motorola 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan sponsored by Motorola, Inc. and certain subsidiaries (the Company) covering substantially all domestic employees. Employees become eligible to contribute to the Plan immediately upon employment. Pension-eligible participants (defined below) are eligible to receive Company contributions to their account on the first of the month following their first (or a subsequent) employment anniversary, after they have completed an anniversary year in which they worked at least 1,000 hours. Non-pension eligible participants are eligible for Company contributions as soon as they begin making elective deferrals.

Effective October 1, 2002, the Plan was amended to convert a portion of the Plan to a stock bonus plan and non-leveraged employee stock ownership plan (ESOP). The ESOP portion of the Plan is designed to invest primarily in shares of the Company's common stock. The ESOP portion of the Plan is participant directed. Each participant is entitled to exercise voting rights attributable to the shares allocated to their account and is notified by the Trustee prior to the time that such rights are to be exercised. Dividends paid on the Company's common stock are allocated to the participant's account and reinvested in Company common stock or paid directly to the participant at the election of the participant. Pass-through dividends amounted to \$137,526 in 2008.

(b) Contributions

Participants may elect to contribute up to 30% of their pre-tax compensation, up to the annual deferral limit set by the Internal Revenue Code (IRC). The annual deferral limit as set by the IRC was \$15,500 in 2008. The Plan also allows for participants age 50 and older to contribute additional tax-deferred contributions. These catch-up contributions were subject to IRS limits of \$5,000 in 2008.

The Company makes matching contributions to participants equal to \$0.50 for each dollar of participant deferrals up to 6% of pre-tax compensation, not to exceed 3% of pre-tax compensation for the period.

Effective January 1, 2005, the Company froze its defined benefit pension plan (Pension Plan) to new participants. As a result of freezing the Pension Plan, new employees of the Company will not be eligible to participate in the Pension Plan and will be designated as non-pension eligible. Non-pension eligible participants will receive a matching contribution equal to \$1.00 for each dollar of participant deferrals up to 3% of pre-tax compensation, and \$0.50 for each dollar of participant deferrals between 3% and 5% of pre-tax compensation. There is no change for pension-eligible participants.

MOTOROLA 401(k) PLAN
Notes to Financial Statements
December 31, 2008 and 2007

(1) Description of Plan (Continued)

(c) Participant Accounts

Each participant's account is credited with the participant's elective deferrals, and allocations of Company matching contributions, plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(d) Vesting

Participants are fully vested in their elective deferrals and related earnings at all times. A participant will be 100% vested in employer contributions and earnings thereon after they have completed an anniversary year. However, the participant becomes 100% vested in their account balances upon reaching normal retirement age, total and permanent disability, death, or Plan termination.

Participants who terminated employment prior to July 1, 2000, but chose to leave their account balances in the Plan are subject to forfeit the unvested portion of employer contributions upon the earlier of their withdrawal from the Plan, or the five year anniversary of their employment termination. Terminated employees who have left their account balances in the Plan and are rehired by the Plan Sponsor within five years are not subject to forfeiture of their unvested employer contributions. The portion of employer contributions not vested upon termination of employment is forfeited and is used to offset Company contributions. For the year ended December 31, 2008, all forfeiture amounts of \$299,561 were used to offset Company contributions.

(e) Benefits

At the option of the participant, distributions from the Plan may be made in the form of: (a) a lump-sum distribution with the option of receiving shares of Motorola stock or cash, (b) annual distributions from the Plan (available only to retiring participants), or (c) combinations thereof. Participants hired after January 1, 1996 may not elect the Annuity or Annual Distribution options. Partial distributions (with a minimum of \$5,000) are made available to participants, with no more than one distribution in any three-month period. Participants are not required to cash out their entire benefits at age 70 (although this requirement applies to beneficiaries). Additionally, in-service withdrawals are extended to participants who have attained age 59-1/2 for pretax, post-tax, and rollover contributions. Hardship withdrawal of rollover contributions is permitted. Participants who terminate employment with the Company for any reason, and have a vested account balance of \$1,000 or less will have their account balance distributed in the form of a lump-sum distribution.

Participants who have attained the age of 70-1/2 and who are an employee of the Company may withdraw all or any portion of his/her account subject to IRS minimum distribution requirements. A participant may not take more than one withdrawal in any six-month period, and the minimum withdrawal shall be \$200.

Participants who are employees of the Company and who have made a rollover transfer into the Plan may withdraw all or any portion of their rollover transfer amounts at any time. A participant may not take more than one withdrawal in any six-month period, and the minimum withdrawal shall be \$200.

MOTOROLA 401(k) PLAN
Notes to Financial Statements
December 31, 2008 and 2007

(1) Description of Plan (Continued)

(f) Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 less their highest outstanding loan balance in the last 12 months or 50% of their vested account balance. Loan transactions are treated as a transfer to/from the investment fund to the Participant Loan Fund. Loan terms range from 1-5 years or up to 10 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a reasonable interest rate commensurate with local prevailing rates as determined quarterly by the plan administrator. Interest rates are based on the prime rate (published in the Wall Street Journal) plus 0.5% unless the plan administrator determines the interest rate is not reasonable. Prior to July 16, 2003, interest rates included a 0.3% loan insurance fee. Principal and interest is paid ratably through payroll deductions. A \$50 processing fee is charged for loans.

(g) Plan Termination

Although the Company has not expressed any intent to do so, it may terminate the Plan at any time. It has the right under the Plan to discontinue contributions at any time and terminate the Plan subject to the provisions of ERISA.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in conformity with accounting principals generally accepted in the United States of America.

(b) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(c) Adoption of New Accounting Standards

In September 2006, the FASB issued Statement No. 157, *Fair Market Measurements* (FAS 157). The Statement defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The standard is effective for financial statements issued for fiscal years beginning after November 15, 2007. In October 2008, the FASB issued Staff Position (FSP) 157-3, *Determining the Fair Value of a Financial Asset when the Market for That Asset Is Not Active*. This FSP clarifies the application of FAS 157 in a market that is not active. The impact of adoption of these standards as of January 1, 2008 was not material to the Plan's net assets available for benefits.

MOTOROLA 401(k) PLAN
Notes to Financial Statements
December 31, 2008 and 2007

(2) Summary of Significant Accounting Policies (Continued)

(d) Effect of Newly Issued But Not Yet Effective Accounting Standards

In April 2009, the FASB issued Staff Position (FSP) No. 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset and Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*. This FSP emphasizes that even if there has been a significant decrease in the volume and level of activity, the objective of a fair value measurement remains the same. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants. The FSP provides a number of factors to consider when evaluating whether there has been a significant decrease in the volume and level of activity for an asset or liability in relation to normal market activity. In addition, when transactions or quoted prices are not considered orderly, adjustments to those prices based on the weight of available information may be needed to determine the appropriate fair value. The FSP also requires increased disclosures. This FSP is effective for annual reporting periods ending after June 15, 2009, and shall be applied prospectively. Plan management does not expect the adoption to have a material effect on the Plan's net assets available for benefits or changes therein.

(e) Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

FAS 157 defines fair value as the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. FAS 157 establishes a fair value hierarchy which requires the Plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (level 1 measurements) and gives the lowest priority to unobservable inputs (level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

MOTOROLA 401(k) PLAN
Notes to Financial Statements
December 31, 2008 and 2007

(2) Summary of Significant Accounting Policies (Continued)

In many cases, a valuation technique used to measure fair value includes inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The following are descriptions of the valuation methods and assumptions used for investments of the Plan, including securities loaned and collateral for securities loaned.

The fair values of publicly traded common stocks are determined by obtaining quoted prices on nationally recognized securities exchanges (level 1 inputs).

Fair values of U.S. Treasury and agency securities are determined based on recent bid prices (level 2 inputs).

Corporate bonds are valued based on yields currently available on comparable securities of issuers with similar credit ratings (level 2 inputs). When quoted prices are not available for identical or similar bonds, the bond is valued using matrix pricing, a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities (level 2 inputs). Certain corporate bonds are valued using extrapolated data, proprietary models, and indicative quotes (level 3 inputs).

The fair values of investments in most common collective trusts are valued as determined by the custodian based on their net asset values and supported by the value of the underlying securities and by the unit prices of actual purchase and sale transactions occurring as of or close to the financial statement date (level 2 inputs). Short-term investments consist of a common collective trust with principal preservation as its primary objective.

Fair values of certificates of deposit are estimated to approximate deposit account balances, payable on demand, as no discounts for credit quality or liquidity were determined to be applicable (level 2 inputs).

Participant loans are reported at amortized cost. The fair value of participant loans is not practicable to estimate due to restrictions placed on the transferability of the loans.

MOTOROLA 401(k) PLAN
Notes to Financial Statements
December 31, 2008 and 2007

(2) Summary of Significant Accounting Policies (Continued)

Investments measured at fair value on a recurring basis are summarized below:

| | Fair Value Measurements at December 31, 2008 Using | | |
|--|--|---|--|
| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Investments, excluding participant loans | \$147,748 | \$4,143,453 | \$ 224 |

The table below presents a reconciliation of Plan investments measured at fair value on a recurring basis using significant unobservable inputs (level 3) for the year ended December 31, 2008, including the reporting classifications for the applicable gains and losses included in the statement of changes in the net assets available for benefits:

| | Fair Value Measurements using Significant Unobservable Inputs (Level 3) (in thousands) Corporate bonds | |
|--|--|------|
| Beginning balance, January 1, 2008 | \$ | 0 |
| Total unrealized and unrealized gains or losses | | 0 |
| Included in change in net assets available for benefits: | | |
| Interest and dividend income | | |
| Net realized and unrealized appreciation (depreciation) | | (13) |
| Purchases, sales, issuances and settlements (net) | | 237 |
| Transfers in and / or out of Level 3 | | |
| Ending balance, December 31, 2008 | \$ | 224 |

(f) Administrative and Other Expenses

The expenses necessary to administer the Plan are paid out of Plan assets. Certain plan related expenses may be paid by the Company at its discretion.

(g) Payment of Benefits

Benefits are recorded when paid.

MOTOROLA 401(k) PLAN
 Notes to Financial Statements
 December 31, 2008 and 2007

(2) Summary of Significant Accounting Policies (Continued)

(h) Risk and Uncertainties

The Plan invests in various investment securities. These investment securities are exposed to various risks, such as interest rate, market, liquidity and credit risks. Due to the level of risk associated with certain investment securities and the sensitivity of certain fair value estimates to changes in valuation assumptions, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the statement of net assets available for benefits.

(i) Reclassification

Certain amounts in the December 31, 2007 financial statements have been reclassified to conform to the December 31, 2008 presentation.

(3) Party-in-Interest Transactions

Certain Plan assets are invested in participant loans or investments managed by The Northern Trust Company, the custodian and trustee of the Plan, therefore, these transactions qualify as party-in-interest transactions. These transactions are not, however, considered prohibited transactions under section 408(b) of the ERISA regulations. The Plan paid certain administrative fees to the trustee, third-party administrator, and various investment managers which qualify as party-in-interest transactions.

At December 31, 2008 and 2007, the Plan had \$147,748,093 and \$383,338,516, respectively, invested in Company stock through a unitized investment fund managed by the trustee. The Plan held 33,351,714 and 23,898,910 shares of Company stock as of December 31, 2008 and 2007, respectively. The Plan also received dividend income on Company stock of \$5,238,640 for 2008.

(4) Investments

At December 31, 2008, the fair value of individual investments which exceeded 5% of net assets available for benefits are as follows (in thousands):

| | |
|---|-------------|
| Northern Trust Common Collective Funds: | |
| S&P 500 Equity Index Fund | \$1,287,177 |
| S&P Midcap 400 Equity Index Fund | 384,907 |
| EAFE Index Fund | 566,283 |
| Collective Daily Aggregate Bond Fund | 883,359 |
| Short Term Investment Fund | 522,724 |

MOTOROLA 401(k) PLAN
Notes to Financial Statements
December 31, 2008 and 2007

(4) Investments (Continued)

At December 31, 2007, the fair value of individual investments which exceeded 5% of net assets available for benefits are as follows (in thousands):

| | |
|---|-------------|
| Northern Trust Common Collective Funds: | |
| S&P 500 Equity Index Fund | \$2,035,103 |
| S&P Midcap 400 Equity Index Fund | 671,089 |
| EAFE Index Fund | 1,018,360 |
| Collective Daily Aggregate Bond Fund | 1,033,089 |

| | |
|-----------------------------|---------|
| Motorola, Inc. Common Stock | 383,338 |
|-----------------------------|---------|

During 2008, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows (in thousands):

| | |
|---|----------------|
| U.S. Government and agencies securities | \$ 2,248 |
| Corporate bonds and debentures | (14,985) |
| Motorola, Inc. common stock | (303,507) |
| Short-term and other investments | (1,137) |
| Investments in common/collective trusts | (1,478,597) |
| Net depreciation in fair value of investments | \$ (1,795,978) |

(5) Securities Lending

The Plan has entered into securities lending transactions with broker/dealers for which fees are paid to the Plan. The securities are required to be 100% collateralized by cash, U.S. Government securities, or irrevocable bank letters of credit. The transferee may sell or re-pledge the securities loaned. Fees earned on securities lending activity are included in interest income. Either party may terminate the lending agreement at any time and the collateral shall be used for any failure to deliver borrowed securities.

MOTOROLA 401(k) PLAN
Notes to Financial Statements
December 31, 2008 and 2007

(5) Securities Lending (Continued)

Fair value of securities loaned by type of investment and corresponding collateral that pertain to the Plan's assets at December 31, 2008 were as follows (in thousands):

| | Securities under lending agreements | Cash | Collateralized by Corporate and Government Bonds and Notes |
|---------------------------------------|--|------|--|
| U.S. Government and agency securities | \$ 63,042 | \$ | \$ 64,337 |
| U.S. Equities | 13,666 | | 13,766 |
| Corporate bonds and debentures | 12,551 | | 12,797 |
| Total securities lending in Plan | \$ 89,259 | \$ | \$ 90,900 |

Fair value of securities loaned by type of investment and corresponding collateral that pertain to the Plan's assets at December 31, 2007 were as follows (in thousands):

| | Securities under lending agreements | Cash | Collateralized by Corporate and Government Bonds and Notes |
|---------------------------------------|--|------|--|
| U.S. Government and agency securities | \$ 52,922 | \$ | \$ 53,960 |
| Corporate bonds and debentures | 6,056 | | 6,207 |
| Total securities lending in Plan | \$ 58,978 | \$ | \$ 60,167 |

Effective September 19, 2008, Northern Trust declared a collateral deficiency under its Securities Lending Authorization Agreement (Lending Agreements) with respect to five of its commingled cash collateral investment pools. As a consequence of the collateral deficiency and because participating clients of the collateral pool hold the risk of loss on the collateral, Northern Trust has allocated a portion of the collateral deficiency to each participating client, including the Plan, with the Plan's allocation being \$1,153,592.

On September 29, 2008, Northern Trust made a cash payment to the collateral pool which reduced the Plan's allocated portion of the collateral deficiency by approximately \$100,000. The deficiency as of December 31, 2008 was \$1,149,762. This is a liability of the Plan since the Plan has the obligation to repay the amount of the original collateral which is currently deficient by \$1,149,762. The total collateral obligation which is recorded as a liability on the Plan's financial statements, including the deficiency, is \$92,050,000.

MOTOROLA 401(k) PLAN
Notes to Financial Statements
December 31, 2008 and 2007

(5) Securities Lending (Continued)

The Plan has been informed by Northern Trust that there is no immediate repayment required from participating clients to fund the deficiency unless a client decides to exit the Lending Agreements. As of December 31, 2008, the Plan has not exited the Lending Agreements. The risk of realized loss to the Plan associated with this collateral deficiency is not determinable.

(6) Federal Income Taxes

The Plan has received a favorable determination letter dated November 21, 2002 from the Internal Revenue Service regarding the Plan's Federal income tax status. The Plan qualifies under the provisions of Section 401(a) of the Internal Revenue Code (IRC) of 1986, as amended. The trust is exempt from Federal income taxes pursuant to the provisions of Section 501(a) of the Code. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

(7) Transfer of Assets Relating to Acquisitions and Separations

The following net assets were transferred in / (out) of the Plan during the plan year ended December 31, 2008 as a result of Company acquisitions and separations (in thousands):

| Effective date | Acquisition/Separation | Amount Transferred in/(out) |
|------------------|------------------------|-----------------------------------|
| January 18, 2008 | Symbol Technologies | \$ 245,184 |
| January 25, 2008 | Emerson | (11,564) |
| Net transfers | | \$ 233,620 |

(8) Legal Matters

In the ordinary course of business, Motorola is a defendant on behalf of the Plan in various lawsuits, including actions filed by former participants. The Plan Sponsor believes these legal proceedings will not have a material adverse effect on the Plan or the financial results of the Plan.

(9) Subsequent Events

On March 26, 2008, Motorola announced that it would split itself into two publicly traded companies. It is still uncertain as to when the split will occur or how it will impact the Plan.

Effective January 1, 2009, Company contributions to the Plan were suspended until a future decision is made by Motorola to provide for such contributions.

Motorola, Inc. 401(k) Plan
Form 5500 Schedule H, Part IV, Line 4i
Schedule of Assets (Held at End of Year)
December 31, 2008

Name of Plan Sponsor: Motorola, Inc.
Employer Identification Number: 36-1115800
Three-Digit Plan Number: 001

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment Including, Maturity Date, rate of Interest, Collateral, Par or Maturity Value | (d) Cost | (In 1000 s) (e) Current Value |
|-----|--|--|-------------|--|
| | | Short Term and Other Investments - Certificates of Deposit | | |
| | ROYAL BANK | ROYAL BK CDA N Y BRH INSTL CTF DEP PROGRMTN DTD 01-01-1940 5.29 02-02-2009 | ** | 1,690 |
| | | Total Short Term and Other Investments | | 1,690 |
| | | U.S. Treasury and Agency Securities | | |
| | FHLMC | FEDERAL HOME LN BKS 3.375% DUE 02-27-2013 | ** | 1,036 |
| | FHLMC | FEDERAL HOME LN BKS SER 6T-9009 CL 1 3.84% DUE 11-25-2009/03-25-2009 REG | ** | 1,223 |
| | FHLMC | FEDERAL HOME LN MTG CORP POOL #A2-5411 6% 08-01-2034 BEO | ** | 857 |
| | FHLMC | FEDERAL HOME LN MTG CORP POOL #A4-7403 5% 10-01-2035 BEO | ** | 2,054 |
| | FHLMC | FEDERAL HOME LN MTG CORP POOL #G1-2215 5.5% 07-01-2021 BEO | ** | 674 |
| | FHLB | FHLB BD 3.75 08-18-2009 | ** | 3,061 |
| | FHLB | FHLB BD 5.25 06-11-2010 | ** | 638 |
| | FHLB | FHLB FEDERAL HOME LOAN BANKYIELD TO MATURITY 3.688 3.625 10-18-2013 | ** | 2,630 |
| | FHLMC | FHLMC GOLD C00632 7 07-01-2028 | ** | 31 |
| | FHLMC | FHLMC GOLD C00647 6.5 09-01-2028 | ** | 56 |
| | FHLMC | FHLMC GOLD G1-8205 6 09-01-2022 | ** | 3,127 |
| | FHLMC | FHLMC MULTICLASS FEDERAL HOME LOAN MTG CORP 5.5 10-15-2029 | ** | 1,628 |
| | FHLMC | FHLMC MULTICLASS PREASSIGN 00416 6 11-15-2027 | ** | 501 |
| | FHLMC | FHLMC MULTICLASS SER 1751 CL PK 8.0 MTG PARTN CTF DUE 09-15-2024 REG | ** | 446 |
| | FHLMC | FHLMC MULTICLASS SER 2596 CL J 5 01-15-2017 | ** | 273 |
| | FHLMC | FHLMC MULTICLASS SER 2665 CL WB 5.5 07-15-2027 | ** | 824 |
| | FHLMC | FHLMC MULTICLASS SER 2672 CL HA 4 09-15-2016 | ** | 456 |
| | FHLMC | FHLMC MULTICLASS SER 2706 CL EM 4.5 09-15-2020 | ** | 542 |
| | FHLMC | FHLMC MULTICLASS SER 2841 CL PX 5.5 11-15-2027 | ** | 291 |
| | FHLMC | FHLMC MULTICLASS SER 2841 CL PX 5.5 11-15-2027 | ** | 448 |
| | FHLMC | FHLMC MULTICLASS SER 2938 CL WA 5 05-15-2026 | ** | 354 |

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| FHLMC | FHLMC MULTICLASS SER 2980 CL LB 5.5 06-15-2028 | ** | 821 |
| FHLMC | FHLMC MULTICLASS SER 3018 CL UD 5.5 09-15-2030 | ** | 1,036 |
| FHLMC | FHLMC MULTICLASS SER 3176 CL HL 5 02-15-2028 | ** | 856 |
| FHLMC | FHLMC MULTICLASS SER 3189 CL PJ 6 03-15-2030 | ** | 403 |
| FHLMC | FHLMC MULTICLASS SER 3211 CL KD 5.5 08-15-2028 | ** | 543 |
| FHLMC | FHLMC MULTICLASS SER 3211 CL PA 5.5 11-15-2029 | ** | 1,386 |
| FHLMC | FHLMC POOL #1J-1917 ADJ RT 10-01-2038 | ** | 418 |
| FNMA | FNMA MTN 4.625 12-15-2009 | ** | 5,510 |
| FNMA | FNMA NT 2.75 04-11-2011 | ** | 1,231 |
| FNMA | FNMA POOL #555592 5.5% 07-01-2033 BEO | ** | 1,106 |
| FNMA | FNMA POOL #649654 7% DUE 07-01-2032 REG | ** | 29 |
| FNMA | FNMA POOL #681377 5% DUE 01-01-2018 REG | ** | 1,229 |
| FNMA | FNMA POOL #721552 4.58% 07-01-2033 BEO | ** | 260 |
| FNMA | FNMA POOL #889873 ADJ RT DUE 09-01-2038 BEO | ** | 624 |
| FNMA | FNMA POOL #920776 ADJ RT DUE 03-01-2034 REG | ** | 92 |
| FNMA | FNMA POOL #933734 7% 04-01-2038 BEO | ** | 430 |
| FNMA | FNMA PREASSIGN 00320 3.25 02-15-2009 | ** | 3,512 |
| FNMA | FNMA PREASSIGN 00638 5.5 11-25-2031 | ** | 454 |
| FNMA | FNMA REMIC SER 2002-57 CL-JD 6 01-25-2031/02-25-2009 | ** | 25 |
| FNMA | FNMA REMIC SER 2005-38 CL DN 5 12-25-2017 | ** | 296 |
| FNMA | FNMA REMIC TR 2003-124 CL-AD 4.5 01-25-2029 | ** | 739 |
| FNMA | FNMA REMIC TR 2005-36 CL-BA 4.5 10-25-2026 | ** | 333 |
| FNMA | FNMA REMIC TR 2005-53 CL-MB 5.5 07-25-2029 | ** | 1,737 |
| GNMA | GNMA 2003-036 REMIC TR CL C 4.254 02-16-2031 | ** | 69 |
| GNMA | GNMA 2006-006 REMIC PASSTHRU CL A 4.04500007629 10-16-2023 | ** | 198 |
| GNMA | GNMA 2006-032 REMIC PASS THRU CTF CL A 5.07899999619 01-16-2030 | ** | 482 |
| GNMA | GNMA POOL #780677 SER 2017 8% DUE 11-15-2017 REG | ** | 114 |
| GNMA | 2006-068 REMIC PASSTHRU CTF CL A 3.88800001144% DUE 07-16-2026 REG | ** | 1,417 |
| GNMA | 2007-4 REMIC PASSTHRU CTF CL A 4.20599985123% DUE 06-16-2029 BEO | ** | 448 |
| UNITED STATES GOVERNMENT | UNITED STATES TREAS NTS .875% DUE 12-31-2010 REG | ** | 4,585 |
| UNITED STATES GOVERNMENT | UNITED STATES TREAS NTS 1.5% DUE 12-31-2013 REG | ** | 3,687 |
| UNITED STATES GOVERNMENT | UNITED STATES TREAS NTS 2% DISC NT 30/11/2013 USD1000 2% DUE 11-30-2013 REG | ** | 4,617 |
| UNITED STATES GOVERNMENT | UNITED STATES TREAS NTS DTD 00124 4.875%DUE 04-30-2011 REG | ** | 10,269 |
| UNITED STATES GOVERNMENT | UNITED STATES TREAS NTS DTD 00160 4.5% DUE 05-15-2010 REG | ** | 8,707 |
| UNITED STATES GOVERNMENT | UNITED STATES TREAS NTS DTD 00167 4.625%DUE 07-31-2009 BEO | ** | 620 |
| UNITED STATES GOVERNMENT | UNITED STATES TREAS NTS DTD 00172 4% DUE09-30-2009 REG | ** | 9,078 |
| UNITED STATES GOVERNMENT | UNITED STATES TREAS NTS US TREASURY T-NOTE 2.875% DUE 06-30-2010 REG | ** | 16,828 |
| | US TREAS NTS DTD 00151 4.75 DUE 02-15-2010 REG | ** | 1,388 |

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|---|---|----|----------------|
| UNITED STATES GOVERNMENT | | | |
| UNITED STATES GOVERNMENT | US TREAS NTS DTD 00163 4.75 DUE 05-31-2012 REG | ** | 2,625 |
| UNITED STATES GOVERNMENT | US TSY 4.125 15AUG10 | ** | 6,541 |
| UNITED STATES GOVERNMENT | UTD STATES TREAS NTS 2.75 NT 31/10/2013 USD1000 2.75 DUE 10-31-2013 REG | ** | 1,967 |
| Total U.S Treasury and Agency Securities *** | | | 117,860 |
| Corporate Debt Instruments - Preferred | | | |
| 5TH 3RD BANK | 5TH 3RD BK CIN OH MEDIUM TE TRANCHE # SR00014 4.2 DUE 02-23-2010 BEO | ** | 481 |
| ALLSTATE | ALLSTATE CORP SR NT 7.2 DUE 12-01-2009 BEO | ** | 505 |
| AMERICAN EXPRESS | AMERN EXPRESS CR CORP MEDIUM TERM NTS TRANCHE # TR 00047 5 DUE 12-02-2010 BEO | ** | 680 |
| AMERICREDIT | AMERICREDIT AUTOMOBILE RECEIVABLES TR 205.43 DUE 11-08-2010 REG | ** | 99 |
| AMERICREDIT | AMERICREDIT AUTOMOBILE RECEIVABLES TR SER 2005-AX CL A-4 10-06-2011 REG | ** | 544 |
| AMERIQUEST | AMERIQUEST MTG SECS INC 2004-FR1 AST BKDCTF CL A-5 4.455 DUE 05-25-2034 REG | ** | 586 |
| ASSET BACKED | ASSET BACKED NT CL A-3A 4.46% DUE 04-16-2012 BEO | ** | 959 |
| BANK OF AMERICA | BK AMER CORP BK AMER CORP SUB 6.25 DUE 04-15-2012 BEO | ** | 668 |
| BANK OF NEW YORK | BK NY INC MEDIUM TERM SR NTS BOO TRANCHE# TR 00029 4.95 DUE 11-01-2012 | ** | 431 |
| BAY VIEW | BAY VIEW 2005-3 OWNER TR 2005-3 CL A-4 5.01% DUE 06-25-2014 REG | ** | 574 |
| BELLSOUTH BERKSHIRE | BELLSOUTH CAP FDG CORP 7.75 DUE 02-15-2010 BEO BERKSHIRE HATHAWAY FIN CORP GTD SR NT 4.125% DUE 01-15-2010/01-11-2005 REG | ** | 1,010 |
| BSCH | BSCH ISSUANCES LTD SUB NT DTD 09/14/20007.625% DUE 09-14-2010 BEO | ** | 1,094 |
| CAPITAL ONE | CAP 1 BK MEDIUM TERM SR BK NTS BOOK ENTRY NT 5 DUE 06-15-2009 REG | ** | 493 |
| CAPITAL ONE | CAP 1 PRIME AUTO RECEIVABLES TR 20 NT CLA-2 5.05 DUE 03-15-2010 REG | ** | 118 |
| CAPITAL ONE | CAPITAL ONE AUTO FIN TR 2006-A NT CL A-35.33% DUE 11-15-2010/02-15-2009 REG | ** | 60 |
| CARMAX | CARMAX AUTO OWNER SER 2006-2 CL A-3 5.15 DUE 02-15-2011 BEO | ** | 459 |
| CATERPILLAR | CATERPILLAR FINL ASSET TR 2008-A NT CL A-2A 4.09000015259% DUE 12-25-2010 REG | ** | 765 |
| CATERPILLAR | CATERPILLAR FINL SVCS CORP MEDIUM TERM NTS-BOOK ENTRY MTN 5.125% DUE 10-12-2011 | ** | 631 |
| CENTEX | CENTEX HOME EQUITY LN TR 200 SEN_FIX_CAP04/25/ 10-25-2035 BEO | ** | 237 |
| CISCO | CISCO SYS INC SR NT 5.25% DUE 02-22-2011REG | ** | 519 |

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| CITIGROUP | CIT EQUIP COLL TR SER 2006-VT1 CL A-4 5.16% DUE 02-20-2013 BEO | ** | 743 |
| CITIGROUP | CITIGROUP INC C 5 1/2 08/27/12 5.5 DUE 08-27-2012 BEO | ** | 786 |

Motorola, Inc. 401(k) Plan
Form 5500 Schedule H, Part IV, Line 4i
Schedule of Assets (Held at End of Year)
December 31, 2008

Name of Plan Sponsor: Motorola, Inc.
Employer Identification Number: 36-1115800
Three-Digit Plan Number: 001

| (a) | (b) | (c) | (d) | (e) |
|-----|---|---|------|------------------|
| | Identity of Issue, Borrower, Lessor, or Similar Party | Description of Investment Including, Maturity Date, rate of Interest, Collateral, Par or Maturity Value | Cost | Current Value |
| | CITIGROUP | CITIGROUP INC NT 4.125% DUE 02-22-2010 BEO | ** | 493 |
| | 1ST UN NATL BK | CMO 1ST UN NATL BK COML MTG TR 2002-C1 MTG PASSTHRU CTF CL A-1 0 08-12-2010 BEO | ** | 454 |
| | BANC AMER | COML MTG TR 2007-2 5.634 DUE 06-10-2012 BEO | ** | 372 |
| | BAYVIEW FINL | MTG PASS-THROUGH TR 2006-C CL 1-A1 FLT RT DUE 11-28-2036 BEO | ** | 176 |
| | BEAR STEARNS INC | ALT-A TR 2004-9 MTG PASSTHRU CTF CL VI-A-1 09-25-2034 REG | ** | 98 |
| | BEAR STEARNS INC | COML MTG PSTRU CTF CL A-2 2001-TOP2 6.48 4-15-11 BE | ** | 1,757 |
| | C-BASS | MTG LN TR 2007-CB2 CBASS 2007-CB2 A2A 2/25/37 DUE 02-25-2037 BEO | ** | 341 |
| | CHASE | MTG FIN TR SER 2005-A1 CL 3A1 FLT RT DUE 12-25-2035 REG | ** | 139 |
| | CITIGROUP | MTG LN TR 2006-AR1 MTG BKDNT CL I-A1 DUE 10-25-2035 REG | ** | 280 |
| | CITIGROUP | MTG LN TR 2006-AR7 MTG CL 1-A4A VAR DUE 11-25-2036 REG | ** | 297 |
| | CITIGROUP WAMU | MTG LN TR DUE 03-25-2034 REG CMO CL 1-A1 5.5985% DUE 12-25-2036 REG | ** | 210 |
| | CREDIT SUISSE 1ST BSTN | MTG SECS CORP SER 2005-C4 CL A2 DUE 08-15-2038 BEO | ** | 565 |
| | CWMBS INC | 2003-56 MTG PASSTHRU CTF CL 3-A-6 4.49% DUE 12-25-2033 REG | ** | 421 |
| | CWMBS INC | 2003-J11 MTG PASSTHRU CTF CL 1-A-5 5.25 DUE 10-25-2033 REG | ** | 316 |
| | CWMBS INC | 2005-HYB10 MTG PASSTHRU CTF CL 5-A-1 DUE 02-20-2036 REG | ** | 169 |
| | CWMBS INC | 2005-HYB6 MTG PASSTHRU CTFCL 1-A-1 DUE 10-20-2035 REG | ** | 256 |
| | FHASI | | ** | 215 |

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| FIRST UN NATL BK | MTG PASSTHRU TR 07-A SEC CMO 07 AR1 1A1 00.000%MAR25 37 052537 BEO COML MTG TR SER 1999-C4 CL A-2 7.39% DUE 12-15-2031 BEO | ** | 834 |
| GMAC | COML MTG SEC INC MTG PASSTHRU CTF SER 99-C2 CL A-2 6.945 9-15-33 BEO | ** | 358 |
| GS MTG SEC CORP | 2004-7 MTG PASSTHRUCTF CL 1A2 DUE 06-25-2034 REG | ** | 97 |
| GSR MTG LN TR | 2007 AR1 MTG PASSTHRU CTF CL 2A1 DUE 03-25-2047 REG | ** | |
| HARBORVIEW | MTG LN TR 2005-4 MTG PASSTHRU CTF CL 3-A1 DUE 07-19-2035 REG | ** | 182 |
| JP MORGAN CHASE | COML MTG SECS TR 2007-C 5.538 DUE 02-12-2049 REG | ** | 732 |
| JP MORGAN CHASE | COML MTG SECS TR 2007-L CL A-1 5.651 DUE 07-15-2045 REG | ** | 505 |
| JP MORGAN CHASE | MTG TR 2005-A4 MTG PASSTHRU CTF CL 3-A-2 DUE 07-25-2035 REG | ** | 333 |
| JP MORGAN CHASE | MTG TR 2005-A5 MTG PASSTHRU CTF CL 2-A-2 DUE 08-25-2035 REG | ** | 282 |
| JP MORGAN CHASE | MTG TR 2005-A8 MTG PASSTHRU CTF CL 2-A-7 DUE 11-25-2035 REG | ** | 264 |
| JP MORGAN CHASE | MTG TR 2007-A1 CL 6-A-1 4.77718% DUE 07-25-2035 BEO | ** | 194 |
| LB-UBS | COML MTG TR 2000-C5 COML MTG PASSTHRU CTF CL A-2 6.51 12-15-26 | ** | 571 |
| MASTR ALTERNATIVE LN TR MORGAN STANLEY | 2004-3 CL 8-A-1 7% DUE 04-25-2034 REG CAP I INC SER 2005-HQ5 CL A2 4.809% DUE 01-14-2042 BEO | ** | 32 |
| MORGAN STANLEY | CAP TR I 2007-HQ11 5.359 DUE 02-12-2044 REG | ** | 585 |
| MORGAN STANLEY | MTG LN TR 2006-8AR CL5-A-2 5.43894481659 DUE 06-25-2036 REG | ** | 475 |
| POPULAR | ABS INC 2005-3 CL AF-3 4.43699979782% DUE 07-25-2035 REG | ** | 380 |
| PRUDENTIAL | SECS SECD FING CORP 1999-C2 CL F DUE 06-16-2031 REG | ** | 767 |
| RESDNTL ACCREDIT LNS INC | MTG PASS TH2004-QS11 CL A-3 5.5 08-25-2034 REG | ** | 598 |
| RESDNTL AST MTG PRODS INC SEQUOIA | 2004-SL4 CL A-IV 7 DUE 06-25-2032 REG MTG TR 2007-1 MTG PASS THRU CTF CL 2-A1 DUE 02-20-2047 REG | ** | 214 |
| STRUCTURED AST SECS CORP | 2003-24A MTG CL 3-A2 DUE 07-25-2033 | ** | 360 |
| TEACHERS INS & ANNUITY ASSN AMER | 2001-C1 CMO 144A 6.68 DUE 06-19-2031 BEO | ** | 204 |
| WAMU | MTG PASS THRU CTFS SER 2006-AR18 CL 1-A1 VAR RT 1-25-2037 BEO | ** | 337 |
| WAMU | MTG PASS THRU CTFS SER 2007-HY3TR CL 4-A1 FLT RT 3-25-37 REG | ** | 650 |
| WAMU | MTG PASS THRU CTFS SER 2006 AR8CL 1-A3 VAR RATE 5.942 8-25-2046 REG | ** | 352 |
| | | ** | 230 |
| | | ** | 223 |

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| WAMU | MTG PASS-THRU CTFS 2003-AR4 CL A-7 VAR 3.95 DUE 05-25-2033 BEO | ** | 114 |
| WAMU | MTG PASS-THRU CTFS 2005-AR16 CL1A3 0 DUE 12-25-2035 REG | ** | 155 |
| WELLS FARGO | 2006-AR10 TR MTG CTF CL IV-A-1 DUE 07-25-2036 REG | ** | 336 |
| WELLS FARGO | MTG BACKED SECS 2006-AR10 TR CL VA1 FLT RT 7-25-2036 REG | ** | 94 |
| WELLS FARGO | MTG BACKED SECS 2006-AR17 CL A-1 DUE 10-25-2036 REG | ** | 135 |
| WELLS FARGO | MTG BACKED SECS 2003-A TR DUE 02-25-2033 BEO | ** | 151 |
| WELLS FARGO | MTG BACKED SECS 2006-AR8CL III-A-2 VAR 5.2379 DUE 05-25-2036 REG | ** | 266 |
| WELLS FARGO | MTG BKD SECS 2005-AR16 TR CL III-A-1 DUE 10-25-2035 REG | ** | 469 |
| WELLS FARGO | MTG BKD SECS 2005-AR16 TR CL IV-A-2 DUE 10-25-2035 REG | ** | 158 |
| CNH | CNH EQUIP TR 2008-B NT CL A-3A 4.78000020981% DUE 07-15-2012 REG | ** | 818 |
| COCA COLA | COCA COLA ENTERPRISES INC NT 4.25% DUE 09-15-2010/09-14-2010 BEO | ** | 1,503 |
| CONOCO | CONOCO FDG CO NT 6.35% DUE 10-15-2011 BEO | ** | 526 |
| CONSUMERS | CONSUMERS FDG LLC 2001-1 SECURITIZATION BD CL A-5 5.43% DUE 04-20-2015 BEO | ** | 1,249 |
| CR ACCEP | CR ACCEP AUTO DEALER LN TR 2007-2 6.16 DUE 04-15-2013 BEO | ** | 1,127 |
| CREDIT SUISSE | CR SUISSE 1ST BSTN USA INC 6.125 DUE 11-15-2011/11-14-2011 BEO | ** | 505 |
| CREDIT SUISSE | CREDIT SUISSE FIRST BOSTON USA INC NT 4.875% DUE 08-15-2010 | ** | 260 |
| CWABS | CWABS INC 2005-1 ASSET BKD CTF CL AF-3 FLTG RATE 09-25-2031 REG | ** | 193 |
| DAIMLERCHRYSLER | DAIMLERCHRYSLER AUTO TR 2008-B NT CL A-2A 3.80999994278% DUE 07-08-2011 REG | ** | 499 |
| DEUTSHE BANK | DEUTSCHE BK AG GL MED TERM NTS TRANCHE #TR 00183 5.375 10-12-2012 REG | ** | 205 |
| DEUTSHE BANK | DEUTSCHE BK AG GL MEDIUM TRM NTS BK TRANCHE # TR 00311 4.875 5-20-2013 REG | ** | 442 |
| DEUTSHE BANK | DEUTSCHE BK AG GLOBAL MEDIUM TERM NTS BOTRANCHE # TR 00182 5 DUE 10-12-2010 | ** | 364 |
| DISNEY | DISNEY WALT CO 5.7 DUE 07-15-2011 BEO | ** | 530 |
| DOMINION | DOMINION RES INC DEL SR NT SER D 5.125% DUE 12-15-2009/12-14-2009 BEO | ** | 499 |
| DU PONT | | ** | 352 |

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| | DU PONT E I DE NEMOURS & CO 5% DUE 07-15-2013 BEO | | |
| EOG | EOG RES INC NTS 6.125% DUE 10-01-2013/09-30-2008 BEO | ** | 543 |
| FINANCEMENT | FINANCEMENT QUE NT 5 DUE 10-25-2012 BEO | ** | 699 |
| FORD | FORD CR AUTO OWNER TR 2006 C CL A4A 5.15000009537% DUE 02-15-2012 BEO | ** | 1,238 |
| FORD | FORD CR AUTO OWNER TR 2006 C NT CL A 3 5.15999984741% DUE 11-15-2010 REG | ** | 766 |
| FORD | FORD CR AUTO OWNER TR 2007-A CL A-3A 5.40000009537% DUE 08-15-2011 BEO | ** | 363 |
| GE | GE CAP CR CARD MASTER NT TR 2006 1 ASSETBKD NT CL A 5.08% DUE 09-15-2012 REG | ** | 683 |
| GE | GEN ELEC CAP CORP MEDIUM TERM NTS BO TRANCHE # TR 00654 4.25 9-13-2010 REG | ** | 502 |
| GOLDMAN SACHS | GOLDMAN SACHS GROUP INC NT 6.875 DUE 01-15-2011 BEO | ** | 589 |
| GOLDMAN SACHS | GOLDMAN SACHS GROUP INC SR NT DTD 01/13/2004 3.875% DUE 01-15-2009 REG | ** | 200 |
| GOLDMAN SACHS | GS AUTO LN TR 2006-1 NT CL A-4 5.38% DUE01-15-2014 REG | ** | 708 |
| GOLDMAN SACHS | GS AUTO LN TR 2006-1 NT CL A-4 5.38% DUE01-15-2014 REG | ** | 519 |
| GREEN TREE | GREEN TREE FINL CORP 1995-3 MFD HSG SR/SUB PASSTHRU CL M-1 7.95 08-15-2025 | ** | 92 |
| HARLEY-DAVIDSON | HARLEY-DAVIDSON MOTORCYCLE TR 2006-3 BKD NT CL B 5.43 DUE 11-15-2014 REG | ** | 567 |
| HONDA | HONDA AUTO RECEIVABLES 2007-1 OWNER TR CL A-3 5.09999990463% DUE 03-18-2011 BEO | ** | 1,043 |
| HSBC | HSBC AUTOMOTIVE TR 2005-3 ASSET BKD NT CL A-4 4.94% DUE 11-17-2012 REG | ** | 456 |
| HSBC | HSBC AUTOMOTIVE TR 2007-1 CL A-3 5.3% DUE 11-17-2011 BEO | ** | 573 |
| HSBC | HSBC AUTOMOTIVE TR SER 2005-1 CL A-4 4.35% DUE 06-18-2012 REG | ** | 278 |
| HSBC | HSBC AUTOMOTIVE TR USA 2006-1 AUTO REC CL A-4 5.53 DUE 03-18-2013 REG | ** | 559 |
| HSBC | HSBC AUTOMOTIVE TR USA 2006-3 5.34000015259% DUE 09-17-2013 | ** | 484 |
| HSBC | HSBC HOME EQTY LN TR USA 06-4 CLOSED-ENDASTBKD CTF A-1F 5.79 DUE 032036 REG | ** | 65 |
| HSEHD | | ** | 900 |

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| | HSEHD FIN CORP NT 6.375 DUE 10-15-2011 BEO | | |
| HYUNDAI | HYUNDAI AUTO RECEIVABLES TR 2007-A NT CLA-3A 5.03999996185% DUE 01-17-2012 REG | ** | 334 |
| HYUNDAI | HYUNDAI AUTO RECEIVABLES TR SER 2004-A CL A4 FLT RT 08-15-2011 REG | ** | 274 |
| IMC | IMC HOME EQTY LN TR SER 1998-3 PASSTHRU CTF CL A-8 6.34 DUE 08-20-2029BEO | ** | 23 |
| JOHN DEERE | DEERE JOHN CAP CORP MEDIUM TERM NTS BOOKTRANCHE # TR 00318 3.75 01-13-09 | ** | 600 |
| JPMORGAN | J P MORGAN ALTERNATIVE LN TR 2006-S1 MTGPASSTHRU CTF CL 3-A-1A 25 MAR 2036 | ** | 174 |
| | 15 | | |

Motorola, Inc. 401(k) Plan
Form 5500 Schedule H, Part IV, Line 4i
Schedule of Assets (Held at End of Year)
December 31, 2008

Name of Plan Sponsor: Motorola, Inc.
Employer Identification Number: 36-1115800
Three-Digit Plan Number: 001

| (a) | (b) | (c) | (d) | (e) |
|----------------|---|---|------|------------------------------------|
| | Identity of Issue, Borrower, Lessor, or Similar Party | Description of Investment Including, Maturity Date, rate of Interest, Collateral, Par or Maturity Value | Cost | (In 1000 s) Current Value |
| JPMORGAN | | J P MORGAN CHASE & CO MED TERM SR NTS TRANCHE # SR 00192 4.85 6-16-11 | ** | 1,706 |
| JPMORGAN | | J P MORGAN MTG ACQSTN TR 2007-CH1 ABS AF-1B 5.935 11-25-2036REG | ** | 233 |
| JPMORGAN | | JPMORGAN CHASE & CO FORMERLY J P MORGAN 4.6 DUE 01-17-2011 | ** | 491 |
| JPMORGAN | | JPMORGAN CHASE & CO FORMERLY J P MORGAN SR NT 5.6 DUE 06-01-2011 REG | ** | 844 |
| LONG BEACH | | LONG BEACH ACCEP AUTO RECEIVABLES TR 200AST BKD NT CL A-3 5.14 DUE 08-15-2011 | ** | 233 |
| MERRILL LYNCH | | MERRILL AUTO TR SECURITIZATION 2008-1 AST BKD NT CL A-2A 4.27 12-15-2010 | ** | 988 |
| MERRILL LYNCH | | MERRILL LYNCH & CO INC MEDIUM TERM NTS BTRANCHE # TR 00456 4.25 2-8-2010 REG | ** | 489 |
| MERRILL LYNCH | | MERRILL LYNCH & CO INC MEDIUM TERM NTS BTRANCHE # TR 00456 4.25 2-8-2010 REG | ** | 562 |
| MERRILL LYNCH | | MERRILL LYNCH & CO INC MEDIUM TERM NTS BTRANCHE # TR 00676 6.15 DUE 04-25-2013 | ** | 377 |
| MORGAN STANLEY | | MORGAN STANLEY & CO INC SR NT DTD 05/07/2003 4.25 DUE 05-15-2010 BEO | ** | 279 |
| NATL RURAL | | NATL RURAL UTILS COOP FIN CORP COLL TR BD 4.375 DUE 10-01-2010/09-30-2003 BEO | ** | 248 |
| NISSAN | | NISSAN AUTO RECEIVABLES 2008-A OWNER TR 3.89 DUE 07-15-2010 REG | ** | 506 |
| NUCOR | | NUCOR CORP 5% DUE 06-01-2013 BEO | ** | 347 |

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|-----------------------------------|---|----|-------|
| ORACLE | ORACLE CORP / OZARK HLDG INC NT 5% DUE 01-15-2011 BEO | ** | 719 |
| ORACLE | ORACLE CORP ORACLE CORP VAR RT DUE 05-14-2010 | ** | 499 |
| PG&E | PG&E ENERGY RECOVERY FDG LLC SERIES 2005-1 CLASS-A2 3.87% DUE 06-25-2011 BEO | ** | 108 |
| PNC | PNC FDG CORP FDIC GTD TLGP SR NT 1.875% DUE 06-22-2011 REG | ** | 701 |
| PNC | PNC FDG CORP SUB NT 7.5 DUE 11-01-2009 BEO | ** | 724 |
| PRINCIPAL | PRIN LIFE INC FUNDINGS TRS SECD TRANCHE # TR 00533 5.3 DUE 04-24-2013 REG | ** | 281 |
| PRINCIPAL | PRIN LIFE INC FUNDINGS TRS SECD TRANCHE # TR 00555 5.15 DUE 06-17-2011 | ** | 392 |
| PROTECTIVE LIFE | PROTECTIVE LIFE SECD TRS SECD MEDIUM TERM NTS BOOK ENTRY MTN 4 DUE 10-07-2009 | ** | 870 |
| FONDO LATINOAMERICANO DE RESERVAS | NT FLTG RATE 144A 5.7575 DUE 02-15-2011 | ** | 726 |
| DRIVE AUTO | CTF CL A-3 144A 5.49% DUE 04-15-2011/02-15-2009 BEO | ** | 48 |
| DRIVE AUTO | CTF CL A-3 144A 5.49% DUE 04-15-2011/02-15-2009 BEO | ** | 51 |
| CARGILL INC | NT 144A 3.625% DUE 03-04-2009/03-04-2004 BEO | ** | 699 |
| DEUTSCHE MTG SECS INC | 2005-WFAR13R CL 5.021 06-25-2035 BEO | ** | 439 |
| DMSI | 2005-WFAR13R MTG PASSTHRICTF 144A CL VAR RT DUE 06-26-2035 BEO | ** | 310 |
| HUNTINGTON AUTO TR | 2008 1 NT CL A-3A 4.81% DUE 04-16-2012 REG | ** | 1,084 |
| JP MORGAN CHASE | MTG TR SER 2008-R2 MTG PASSTHRU CTF CL 1-A-1 144A VAR 7-27-37 | ** | 224 |
| MET LIFE | GLOBAL FDG I MEDIUM TE 144A 5.125 DUE 11-09-2011 BEO | ** | 196 |
| WACHOVIA | AUTO LN TR 2006-2 AST BCKD CTF A-3 144A 5.23 DUE 08-22-06 BEO | ** | 657 |
| RENAISSANCE | RENAISSANCE HOME EQUITY LN TR 2006-3 ASTBKD NT CL AF-2 5.58 DUE 11-25-2036REG | ** | 282 |
| RENAISSANCE | RENAISSANCE HOME EQUITY LN TR 2006-4 MTGPASS THRU CTF CL AF-1 01-25-2037 REG | ** | 74 |
| RENAISSANCE | RENAISSANCE HOME EQUITY LN TR 2007-2 ASSET BACKED NT CL AF-1 06-25-2037 REG | ** | 363 |
| RESIDENTIAL | RESDNTL AST MTG PRODS INC SER 2004-RS4 CL A-I-4 | ** | 94 |

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| | | | |
|--------------|--|----|-------|
| RESIDENTIAL | 04-25-2034/03-25-2008 BEO RESDNTL AST SEC CORP MTG PA 4.704 A/BKD 25/10/2031 USD1000 4.704 10-25-2031 REG | ** | 206 |
| SIMON | SIMON PPTY GROUP L P NT 4.6% DUE 06-15-2010 REG | ** | 446 |
| SIMON | SIMON PPTY GROUP L P NT 5.375% DUE 06-01-2011 BEO | ** | 524 |
| SOUTHERN CO | SOUTHERN CO SR NT SER 2008A FLTG RATE DUE 08-20-2010 BEO | ** | 184 |
| TARGET | TARGET CORP NT 7.5 DUE 08-15-2010 BEO | ** | 519 |
| TELEFONICA | TELEFONICA EMISIONES S A U SR NT 5.984% DUE 06-20-2011 REG | ** | 271 |
| TRIAD | TRIAD AUTO RECEIVABLES TR 2006-A ASSET BKD NT CL A-3 4.77% DUE 01-12-2011 REG | ** | 115 |
| TRIAD | TRIAD AUTO RECEIVABLES TR 2006-A ASSET BKD NT CL A-4 4.88% DUE 04-12-2013 REG | ** | 1,076 |
| TRIAD | TRIAD AUTOMOBILE RECEIVABLES TR 2006-B A3 5.41 DUE 08-12-2011 BEO | ** | 326 |
| TRIAD | TRIAD AUTOMOBILE RECEIVABLES TR 2007-A NT CL A-2 5.35 DUE 03-14-2011 REG | ** | 92 |
| TRIAD | TRIAD AUTOMOBILE RECEIVABLES TRUST 2005-A CL A-4 4.22% DUE 06-12-2012 REG | ** | 223 |
| TRIAD | TRIAD AUTOMOBILE RECEIVABLES TRUST 2005-A CL A-4 4.22% DUE 06-12-2012 REG | ** | 612 |
| UNITEDHEALTH | UNITEDHEALTH GROUP INC UNITED HEALTH GP 5.25% DUE 03-15-2011/03-02-2006 BEO | ** | 329 |
| US BANCORP | U S BANCORP MEDIUM TERM NTS- BOOK ENTRY MTN 4.5% DUE 07-29-2010 | ** | 249 |
| USAA AUTO | USAA AUTO OWNER TR 2008-1 AST BACKED NT CL A-3 4.15999984741 DUE 04-16-2012 REG | ** | 360 |
| UTD | UTD TECHNOLOGIES CORP CORP 6.35 DUE 03-01-2011/02-28-2011 BEO | ** | 634 |
| VERIZON | VERIZON GLOBAL FDG CORP NT 7.25 DUE 12-01-2010 BEO | ** | 341 |
| VOLKSEAGEN | VOLKSWAGEN AUTO LN ENHANCED TR 2008-1 NTCL A-3 4.5% DUE 07-20-2012 BEO | ** | 379 |
| WACHOVIA | WACHOVIA AUTO OWNER TR 2006-A CL A4 5.38% DUE 03-20-2013 REG | ** | 591 |
| WACHOVIA | WACHOVIA AUTO OWNER TR 2008-A AST BACKEDNT CL A-3A 4.81 DUE | ** | 1,374 |

| | | | |
|-------------|--|----|---------------|
| WACHOVIA | 09-20-2012 REG WACHOVIA AUTO OWNER TR 2008-A AST BACKEDNT CL A-3A 4.81 DUE | | |
| WACHOVIA | 09-20-2012 REG WACHOVIA CORP NEW NT 5.3% DUE | ** | 1,421 |
| WACHOVIA | 10-15-2011 WACHOVIA CORP NEW NT 5.3% DUE | ** | 482 |
| WAL-MART | 10-15-2011 WAL-MART STORES INC NT 4.125% DUE 07-01-2010 BEO | ** | 241 |
| WELLS FARGO | WELLS FARGO & CO NEW SR NT 5.3% DUE 08-26-2011 BEO | ** | 573 |
| WELLS FARGO | WELLS FARGO & CO NEW SR NT 5.3% DUE 08-26-2011 BEO | ** | 406 |
| WELLS FARGO | WELLS FARGO MTG BACKED SECS 2006-AR10 TRMTG PASSTHRU CTF CL V-A-6 07-25-2036 | ** | 690 |
| WFS | WFS FINL 2005-3 OWNER TR NT CL D 4.76% DUE 05-17-2013 REG | ** | 234 |
| WORLD OMNI | WORLD OMNI AUTO RECEIVABLES TR 2007-B 5.28 DUE 01-17-2012 REG | ** | 271 |
| | Total Corporate Debt Instruments - Preferred*** | | 84,131 |
| | Corporate Debt Instruments - Other | | |
| AB | AB SVENSK EXPORTKREDIT - SWEDISH EXPT CRTRANCHE # TR00044 4.875 01-19-2010 REG | ** | 1,022 |
| AMEREN | AMERN GEN FIN CORP MEDIUM TERM SR NTS TRANCHE # TR 00390 4.625 DUE 09-01-2010 | ** | 241 |
| AMERICREDIT | AMERICREDIT AUTOMOBILE RECEIVABLES TR 2006-R-M CL A2 5.42% DUE 08-06-2011 REG | ** | 425 |
| AMERICREDIT | AMERICREDIT AUTOMOBILE RECEIVABLES TR 20NT CL A-3 5.19 DUE 11-07-2011 REG | ** | 550 |
| AMERICREDIT | AMERICREDIT AUTOMOBILE RECEIVABLES TR 20NT CL A3 5.53 DUE 01-06-2014 REG | ** | 464 |
| AMERICREDIT | AMERICREDIT AUTOMOBILE RECEIVABLES TR 20SER 2006-BG CL A4 5.21 9-06-2013BEO | ** | 796 |
| AMERICREDIT | AMERICREDIT PRIME AUTOMOBILE RECEIVABLESBKD NT A-3-A 5.04 DUE 06-08-2012 REG | ** | 966 |
| BRIT | BRIT TELECOMMUNICATIONS P L C VARIABLE RATE NT DUE 12-15-2010/01-11-2001 BEO | ** | 786 |
| BRITISH | | ** | 238 |

| | | | |
|--------------------------|--|----|-----|
| WAMU | BRITISH TELECOMMUNICATIONS PLC SR NT 5.15% DUE 01-15-2013 REG CMO 2003-AR9 MTG PASSTHRU CTF CL I-B-3 VAR DUE 09-25-2033 REG | ** | 43 |
| BANC AMER MTG SECS INC | 2004-G MTG PASSTHRU CTF CL 1-A-1 DUE 08-25-2034 REG | ** | 160 |
| BEAR STEARNS | ARM TR 2006-1 MTG BKD NT CL A-1 DUE 02-25-2036 REG | ** | 342 |
| CHASE | MTG FIN TR SER 2004-S3 CL IIA-1 5.25% DUE 03-25-2034 BEO | ** | 201 |
| CITIGROUP | MTG LN TR 2007-AR8 MTG PASS THRU CTF 2-A1A DUE 07-25-2037 REG | ** | 460 |
| DLJ COML MTG CORP | COML 1999-CG2 CL A-1B 7.30000019073% DUE 06-10-2032 BEO | ** | 393 |
| DLJ COML MTG CORP | SER 1999-CG3 CL A3FLTG RATE 7.73% DUE 10-10-2032 BEO | ** | 801 |
| FIRST HORIZON | MTG PASS THRU TR 2006 FA5 CL A-3 6.25% DUE 08-25-2036 REG | ** | 171 |
| GMAC | COML MTG SEC INC MTG PASSTHRU CTF SER 99-C3 CL A-1-B 7.273 DUE **INC | ** | 678 |
| GMAC | MTG LN TR 2004-J1 CL A-15 5.25% DUE 04-25-2034 REG | ** | 178 |
| JPMORGAN CHASE | MTG TR 2004-S2 MTG PASSTHRU CTF CL 2-A-7 5.25 11-25-34 REG | ** | 226 |
| JPMORGAN CHASE | MTG TR 2006-A7 MTG PASSTHRU CTF CL 2-A-2 DUE 01-25-2037 REG | ** | 129 |
| LB COML | CONDUIT MTG TR SER 1999-C2 CL A-2 7.325 DUE 10-15-2032 BEO | ** | 339 |
| MERRILL LYNCH | MTG INVS INC 4.6312% DUE 12-25-2034 BEO | ** | 92 |
| MORGAN STANLEY | CAP I INC 2003-IQ5 CLA-3 4.71% DUE 04-15-2038 REG | ** | 103 |
| RES FDG | MTG SECS II INC 2005-HS1 HM LN NT CL A-I-1 DUE 9-25-35 REG | ** | 19 |
| RESDNTL ACCREDIT LNS INC | LNS INC MTG PASS TH2004-QS16 CL I-A-1 5.5 12-25-2034 REG | ** | 246 |
| WAMU | MTG PASS-THRU CTFS WMA CL 3-A-3 VAR RATE DUE 07-25-2036 REG | ** | 548 |

Motorola, Inc. 401(k) Plan
Form 5500 Schedule H, Part IV, Line 4i
Schedule of Assets (Held at End of Year)
December 31, 2008

Name of Plan Sponsor: Motorola, Inc.

Employer Identification Number: 36-1115800

Three-Digit Plan Number: 001

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment Including, Maturity Date, rate of Interest, Collateral, Par or Maturity Value | (d) Cost | (e) (In 1000 s) Current Value |
|-----|--|--|-------------|--|
| | WAMU | MTG PASS THRU CTFS SER 2006-AR16 CL 1-A1 VAR RATE 12-25-36 REG | ** | 98 |
| | WELLS FARGO | MTG BACKED SECS 2006-3 TR 2006-3 CL A-1 5.5 DUE 03-25-2036 REG | ** | 235 |
| | COMCAST | COMCAST CABLE COMMUNICATIONS INC NOTES 6.875% DUE 06-15-2009/06-14-2009 BEO | ** | 703 |
| | COMCAST | COMCAST CORP NEW NT 5.5 DUE 03-15-2011/03-14-2011 BEO | ** | 343 |
| | COMMONWEATH EDISON | COMWLTH EDISON CO 1ST MTG BD SER 98 6.15DUE 03-15-2012 BEO | ** | 83 |
| | CVS | CVS CAREMARK CORP NT 4% DUE 09-15-2009/03-15-2005 REG | ** | 346 |
| | CWHEQ | CWHEQ HOME EQTY LN TR SER 2007-S1 CWL 2007-S1 A1B 5.888 DUE 02/25/37 BEO | ** | 276 |
| | DAIMLERCHRYSLER | DAIMLERCHRYSLER N AMER HLDG CORP MED TRANCHE # TR 00040 5.75 DUE 05-18-2009 | ** | 510 |
| | DEUTSCHE | DEUTSCHE TELEKOM INTL FIN B V GTD NT STEP UP 06-15-2010 | ** | 335 |
| | DISCOVER | DISCOVER FINL SVCS SR NT FLTG DUE 06-11-2010 REG | ** | 321 |
| | EXELON | EXELON GENERATION CO LLC SR NT 6.95 DUE 06-15-2011/06-14-2011 BEO | ** | 354 |
| | FORD | FORD CR FLOORPLAN MASTER OWNER TR A SERIES 2006-3 CLASS-A 06-15-2011 REG | ** | 724 |
| | GENWORTH | GENWORTH FINL INC SR NT 5.231 DUE 05-16-2009 REG | ** | 1,464 |
| | GMAC | GMACM HOME EQUITY LN TR 2006-HE2 CL A-1 6.30999994278% DUE 05-25-2036 REG | ** | 125 |
| | HOME LOAN | HOME LN TR 2006-HI4 HOME LN BKD NT CL A-1 08-25-2020 REG | ** | 155 |
| | LEHMAN BROTHERS | LEHMAN BROTHERS HLDGS INC BOOK ENTRY MTN3.95 11-10-09 BOND IN DEFAULT | ** | 62 |
| | OHIO POWER | OHIO PWR CO OHIO POWER CO 5.75% DUE 09-01-2013/08-31-2013 BEO | ** | 339 |
| | ONTARIO | ONTARIO PROV CDA BD DTD 09/05/2008 3.125% DUE 09-08-2010 REG | ** | 505 |

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|------------------------------------|--|----|----------------|
| XSTRATA FIN CDA LTD | GTD NT 144A 5.5% DUE 11-16-2011/11-16-2008 BEO | ** | 282 |
| CR SUISSE 1ST BSTN | MTG SECS CRP 2001-CK1 CL F 144A VAR 6.65 12-18-35 | ** | 514 |
| ERAC USA FIN CO | ERAC USA FIN COMP 5.8 OCT 2012 5.8 DUE 10-15-2012 BEO | ** | 627 |
| RESIDENTIAL FDG MORTGAGE SANTANDER | RESDNTL FDG MTG SECS II INC 2006-HSA1 HOME EQTY LN CL A-1 02-25-2036 REG SANTANDER DRIVE AUTO RECEIVABLES TR 2007-1 CL A-3 5.05% DUE 09-15-2011 BEO | ** | 152 |
| TELECOM | TELECOM ITALIA CAP GTD SR NT 6.2% DUE 07-18-2011 BEO | ** | 461 |
| TIME WARNER | TIME WARNER CABLE INC NT 5.4% DUE 07-02-2012/10-25-2007 REG | ** | 1,391 |
| TIME WARNER | TIME WARNER CABLE INC NT 6.2% DUE 07-01-2013 BEO | ** | 307 |
| TYCO | TYCO ELECTRONICS GROUP S A SR NT 6% DUE 10-01-2012 REG | ** | 162 |
| UN PAC | UN PAC CORP NT 3.875 DUE 02-15-2009/02-14-2009 BEO | ** | 301 |
| UPFC | UPFC AUTO RECEIVABLES TR 2007-A NT CL A-3 5.53000020981% DUE 07-15-2013 REG | ** | 498 |
| VIACOM INC | VIACOM INC SR NT 5.75% DUE 04-30-2011/10-18-2006 | ** | 545 |
| WEATHERFORD | WEATHERFORD INTL LTD GTD SR NT 5.15% DUE03-15-2013 REG | ** | 220 |
| XEROX CORP | XEROX CORP SR NT 7.125% DUE 06-15-2010/06-14-2010 REG | ** | 779 |
| BANK OF AMERICA | BANK OF AMERICA CORP TRANCHE # TR 00001 3.125% DUE 06-15-2012 BEO | ** | 2,588 |
| CITIGROUP | CITIGROUP INC FDIC GTD TLGP GTD NT 2.875DUE 12-09-2011 REG | ** | 2,629 |
| GOLMAN SACHS GROUP | GOLDMAN SACHS GROUP INC FDIC GTD TLGP NT3.25 DUE 06-15-2012 BEO | ** | 2,676 |
| JPMORGAN CHASE | JPMORGAN CHASE & CO FDIC GTD TLGP SR NT 3.125% DUE 12-01-2011 BEO | ** | 2,660 |
| SOVEREIGN | SOVEREIGN BK FDIC GTD TLGP SR NTS 2.75% DUE 01-17-2012 | ** | 1,385 |
| | Total Corporate Debt Instruments - Other*** | | 36,393 |
| | Corporate Stock - Common | | |
| * MOTOROLA INC | MOTOROLA INC COM | ** | 147,748 |
| | Total Corporate Stock - Common | | 147,748 |
| | Value of Interest in Common/Collective Trusts | | |
| * THE NOTHERN TRUST COMPANY | COLTV SHORT TERM INVT FD | ** | 11,785 |
| * THE NOTHERN TRUST COMPANY | COLTV STIF | ** | 510,939 |

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|---|---------------------------|---|----|------------------|
| * | THE NOTHERN TRUST COMPANY | MFB NTGI-QM COLLECTIVE DAILY S&P MIDCAP 400 EQUITY INDEX FUND - LENDING | ** | 384,907 |
| * | THE NOTHERN TRUST COMPANY | MFB NTGI-QM COLTV DAILY RUSSELL 2000 EQTY INDEX FD-LENDING | ** | 167,794 |
| * | THE NOTHERN TRUST COMPANY | MFB SL- CORE USA SUB FUND | ** | 13 |
| * | THE NOTHERN TRUST COMPANY | MFB NTGI-QM COLLEVTIVE DAILY S&P 500 EQUITY | ** | 1,287,177 |
| * | THE NOTHERN TRUST COMPANY | MFB NTGI-QM COLLECTIVE DAILY BOND FUND | ** | 883,359 |
| * | THE NOTHERN TRUST COMPANY | MFB NTGI-QM COLLECTIVE DAILY EAFE INDEX FUND LENDING | ** | 566,283 |
| | | Total Value of Interest in Common/Collective Trusts | | 3,812,257 |
| | | Other | | |
| | | UTD MEXICAN STS MEDIUM TERM NTS TRANCHE # TR 00010 6.375 DUE 01-16-2013 REG | ** | 446 |
| | | Total Other | | 446 |
| | | Securities Lending Collateral Pool | | |
| * | THE NOTHERN TRUST COMPANY | USA CORE COLLATERAL POOL | ** | 90,900 |
| | | Total Securities Lending Collateral Pool | | 90,900 |
| | | Participant Loans | | |
| * | PARTICIPANT LOANS | PARTICIPANT LOAN, VARYING MATURITIES WITH INTEREST RATES RANGING FROM 4.5% TO 11.5% | ** | 58,758 |
| | | Total Participant Loans | | 58,758 |
| | | Grand Total | | 4,350,183 |

* Represents a party-in-interest to the Plan

** Historical cost is disclosed only for nonparticipant-directed investments.

*** Includes securities loaned.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Motorola 401(k) Plan Committee has duly caused this Annual Report to be signed on its behalf by the undersigned thereunto duly authorized.

MOTOROLA 401(k) PLAN

Date: June 24, 2009

By: /s/ Sheila A Forsberg
Sheila A. Forsberg
Senior Director, Global
Rewards-Benefits, Motorola, Inc.
and Member of the Motorola
401(k) Plan Committee