

WARRIOR PADMASREE
Form 4
November 08, 2005

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 *
WARRIOR PADMASREE

2. Issuer Name and Ticker or Trading Symbol
MOTOROLA INC [MOT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1303 EAST ALGONQUIN ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/07/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP, Chief Tech. Officer

SCHAUMBURG, IL 60196

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

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Motorola, Inc. - Common Stock | 11/07/2005 | | M | | 25,146 A \$ 8.9298 | 75,347.094 (1) | D |
| Motorola, Inc. - Common Stock | 11/07/2005 | | M | | 25,146 (2) A \$ 16.0582 (2) | 100,493.094 (1) | D |
| Motorola, Inc. - Common Stock | 11/07/2005 | | M | | 83,820 (3) A \$ 16.3028 (3) | 184,313.094 (1) | D |

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| | | | | | | | |
|-------------------------------|------------|---|---------|---|----------|----------------------------------|---|
| Motorola, Inc. - Common Stock | 11/07/2005 | S | 120,000 | D | \$ 23 | <u>64,313.094</u> ⁽¹⁾ | D |
| Motorola, Inc. - Common Stock | 11/07/2005 | S | 4,100 | D | \$ 23.06 | <u>60,213.094</u> ⁽¹⁾ | D |
| Motorola, Inc. - Common Stock | 11/07/2005 | S | 10,000 | D | \$ 23.07 | <u>50,213.094</u> ⁽¹⁾ | D |
| Motorola, Inc. - Common Stock | 11/07/2005 | S | 12 | D | \$ 23.08 | <u>50,201.094</u> ⁽¹⁾ | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ <u>16.0582</u> ⁽²⁾ | 11/07/2005 | | M | <u>25,146</u> ⁽²⁾ | 11/05/1999 ⁽⁴⁾ 11/05/2008 | Motorola, Inc. Common Stock | 25,146 ⁽²⁾ | |
| Employee Stock Option (Right to Buy) | \$ 8.9298 | 11/07/2005 | | M | 25,146 | 11/05/2003 ⁽⁵⁾ 11/05/2012 | Motorola, Inc. Common Stock | 25,146 | |
| | | 11/07/2005 | | M | | 05/04/2005 ⁽⁶⁾ 05/04/2014 | | | |

| | | | | |
|-----------------------------|------------|------------|----------------|------------|
| Employee | \$ 16.3028 | 83,820 | Motorola, Inc. | 83,820 |
| Stock Option (Right to Buy) | <u>(3)</u> | <u>(3)</u> | Common Stock | <u>(3)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WARRIOR PADMASREE 1303 EAST ALGONQUIN ROAD SCHAUMBURG, IL 60196 | | | Exec. VP, Chief Tech. Officer | |

Signature: Carol Forsyte on behalf of Padmasree Warrior, Executive Vice President, Chief Technology Officer, Motorola, Inc. (Power of Attorney on File) Date: 11/08/2005

**Signature of Reporting Person

Signatures

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) Includes restricted stock units received pursuant to dividend equivalent rights which were credited to the reporting person when and as dividends were paid on Motorola common stock.
The number of shares subject to the option and the exercise price per share have been adjusted to reflect the distribution by Motorola, Inc. on December 2, 2004 of shares of Freescale Semiconductor, Inc. This option was previously reported as covering 22,500 shares at the time of grant at an option exercise price per share of \$17.9467.
 - (2) The number of shares subject to the option and the exercise price per share have been adjusted to reflect the distribution by Motorola, Inc. on December 2, 2004 of shares of Freescale Semiconductor, Inc. This option was previously reported as covering 300,000 shares at the time of grant at an option exercise price per share of \$18.22.
 - (3) This option vested in three equal annual installments beginning on November 5, 1999.
 - (4) This option vests as follows: 8,382 shares on 11/05/03; 16,764 shares on 11/05/04; 25,146 shares on 11/05/05 and 33,528 shares on 11/05/06.
 - (5) This option vests in four equal annual installments of 83,820 shares each beginning on May 4, 2005.
- 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.