

WARRIOR PADMASREE

Form 4

November 08, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WARRIOR PADMASREE

(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)**11/07/2005**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)

Exec. VP, Chief Tech. Officer

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

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

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Num of Sh
Employee Stock Option (Right to Buy)	\$ 16.0582 (2)	11/07/2005		M	25,146 (2)	11/05/1999(4) 11/05/2008	Motorola, Inc. Common Stock 25,1 (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 25,1
		11/07/2005		M		05/04/2005(6) 05/04/2014	

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Employee \$ 16.3028
 Stock (3)
 Option
 (Right to
 Buy)

83,820
(3)

Motorola, 83,8
 Inc. (3)
 Common
 Stock

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	

Signatures

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

__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).
- (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.