

NVE CORP /NEW/
Form SC 13G
January 31, 2002

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)**

NVE Corporation

(Name of Issuer)

Common Stock, Par Value \$.01 per share

(Title of Class of Securities)

629445107

(CUSIP Number)

December 31, 2001

(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

// Rule 13d-1(b)

/x/ Rule 13d-1(c)

// Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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(1) NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Motorola, Inc.

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) // (b) //

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware Corporation

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

(5) SOLE VOTING POWER

1,780,000

(6) SHARED VOTING POWER

0

(7) SOLE DISPOSITIVE POWER

1,780,000

(8) SHARED DISPOSITIVE POWER

0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,780,000

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES //

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.4%

(12) TYPE OF REPORTING PERSON

CO

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Item 1.

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(a) Name of Issuer: NVE Corporation

(b) Address of Issuer's Principal Executive Offices:

11409 Valley View Road
Eden Prairie, MN 55344

Item 2.

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- (a) Name of person filing: Motorola, Inc. ("Motorola")
- (b) Address of principal business office, or, if none, residence: 1303 East Algonquin Road
Schaumburg, IL 60196
- (c) Citizenship: Delaware Corporation
- (d) Title of class of securities: Common Stock, Par Value \$.01 per share
- (e) CUSIP number: 629445107

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 2(d).

- (a) Amount beneficially owned: 1,780,000
- (b) Percent of class: 10.4%
(Based on the number of shares of Common Stock outstanding as of October 25, 2001, as reported in NVE Corporation's 10QSB filed with the SEC on October 26, 2001.)
- (c) Number of shares as to which the person has:
- (i) sole power to vote or to direct the vote
1,780,000
- (ii) shared power to vote or to direct the vote
0
- (iii) sole power to dispose or to direct the disposition of
1,780,000
- (iv) shared power to dispose or to direct the disposition of
0

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Item 5. Ownership of five percent or less of a class:

Not Applicable

Item 6. Ownership of more than five percent on behalf of another person:

Not Applicable

Item 7. Identification and classification of the subsidiary which acquired the security being reported on by the parent holding

company:

Not Applicable

Item 8. Identification and classification of members of the group:

Not Applicable

Item 9. Notices of dissolution of group:

Not Applicable

Item 10. Certification:

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 31, 2002

MOTOROLA, INC.

By: /s/ Carol H. Forsyte

Name: Carol H. Forsyte
Title: Vice President, Corporate and
Securities, Law Department

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