

MOTOROLA INC
Form 4
May 09, 2006

FORM 4

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

OMB APPROVAL

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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 *
Garriques Ronald

(Last) (First) (Middle)

600 NORTH U.S. HIGHWAY 45

(Street)

LIBERTYVILLE, IL 60048

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2006

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)

EVP, Pres, Mobile Devices

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)
			Code	V	Amount (D)	Price	
Motorola, Inc. - Common Stock	05/08/2006		M		20,955	A \$ 12.9205	498,376.542 (1) (2) D
Motorola, Inc. - Common Stock	05/08/2006		M		40,513	A \$ 7.2745	538,889.542 (1) (2) D
Motorola, Inc. - Common Stock	05/08/2006		S		46,468	D \$ 22.52	492,421.542 (1) (2) D

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Motorola, Inc. - Common Stock
 05/08/2006 S 15,000 D \$ 22.53 477,421.542 (1) (2) 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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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)
Employee Stock Option (Right to Buy)	\$ 12.9205	05/08/2006		M	20,955	05/07/2003 ⁽³⁾ 05/07/2012	Motorola, Inc. - Common Stock 20,955
Employee Stock Option (Right to Buy)	\$ 7.2745	05/08/2006		M	40,513	05/06/2004 ⁽⁴⁾ 05/06/2013	Motorola, Inc. - Common Stock 40,513

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Garriques Ronald 600 NORTH U.S. HIGHWAY 45 LIBERTYVILLE, IL 60048			EVP, Pres, Mobile Devices	

Signatures

Carol Forsyte on behalf of Ronald Garriques, Executive Vice President, President, Mobile Devices, Motorola, Inc. (Power of Attorney on File)

05/09/2006

__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 shares of Motorola common stock.
- (2) Includes shares acquired under the Motorola Employee Stock Purchase Plan.
- (3) This option vests in four equal annual installments of 20,955 each beginning on May 7, 2003.
- (4) This option vests in four equal annual installments of 40,513 each beginning on May 6, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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