

Motorola Solutions, Inc.

Form 4

February 11, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN GREGORY Q

(Last) (First) (Middle)

**MOTOROLA SOLUTIONS,
INC., 1303 E. ALGONQUIN ROAD**

(Street)

SCHAUMBURG, IL 60196

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Motorola Solutions, Inc. [MSI]

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2015

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)

Chairman and CEO

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 Solutions, Inc. - Common Stock	02/09/2015		M ⁽¹⁾	95,235 A	\$ 64.98	209,955.4431 (5)	D
Motorola Solutions, Inc. - Common Stock	02/09/2015		S ⁽¹⁾	76,149 D	\$ 67.6464 (2)	133,806.4431 (5)	D
Motorola Solutions,	02/09/2015		S ⁽¹⁾	10,600 D	\$ 68.4558	123,206.4431 (5)	D

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Inc. - Common Stock					<u>(3)</u>			
Motorola Solutions, Inc. - Common Stock	02/09/2015	S <u>(1)</u>	8,486	D	\$ 69.7024 <u>(4)</u>	114,720.4431 <u>(5)</u>	D	
Motorola Solutions, Inc. - Common Stock						81,000 <u>(6)</u>	I	By Trust
Motorola Solutions, Inc. - Common Stock						78,780 <u>(7)</u>	I	By Trust
Motorola Solutions, Inc. - Common Stock						2,220	I	Held by wife
Motorola Solutions, Inc. - Common Stock						116,133	I	2013 Grantor Retained Annuity Trust, reporting person is Trustee
Motorola Solutions, Inc. - Common Stock						165,968	I	2014 Grantor Retained Annuity Trust, reporting person is Trustee

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

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(9-02)

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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 Securities (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 64.98 (8)	02/09/2015		M(1)	95,235 (8)	(9) 05/03/2015	Motorola Solutions, Inc. - Common Stock
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BROWN GREGORY Q MOTOROLA SOLUTIONS, INC. 1303 E. ALGONQUIN ROAD SCHAUMBURG, IL 60196	X Chairman and CEO

Signatures

Kristin L. Kruska, on behalf of Gregory Q. Brown, Chairman and Chief Executive Officer
(Power of Attorney on File)

02/11/2015

__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) The exercise of options and sale of shares reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 5, 2014.
- \$67.6464 is the weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$67.045 to \$67.995, inclusive. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3) and (4) to this Form 4.
- (2) \$68.4558 is the weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$68.00 to \$68.83, inclusive.
- (3) \$69.7024 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.06 to \$70.00, inclusive.
- (4) Includes shares acquired through the reinvestment of dividends and dividend equivalent rights credited to the reporting person when and as dividends were paid on Motorola Solutions, Inc. common stock.
- (5)

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- (6) These shares are held in an irrevocable trust for the benefit of the reporting person's wife and children. The reporting person's wife is trustee of this trust.
- (7) These shares are held in an irrevocable trust for the benefit of the reporting person's children. The reporting person is trustee of this trust.
This option was originally reported as covering 400,000 shares in total at an exercise price of \$15.47 per share, but was adjusted to reflect
- (8) the dividend of all outstanding shares of Motorola Mobility Holdings, Inc. to shareholders and the 1-for-7 reverse stock split that occurred on January 4, 2011.
- (9) These options vested in four equal annual installments beginning on May 3, 2006.

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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