

BROWN GREGORY Q

Form 4

September 17, 2018

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., 500 WEST MONROE**

(Street)

CHICAGO, IL 60661

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Motorola Solutions, Inc. [MSI]

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

09/13/2018

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	09/13/2018		M	105,000	A \$ 26.13	182,021.6027 (1)	D
Motorola Solutions, Inc. - Common Stock	09/13/2018		S	105,000	D \$ 126.3035 (2)	77,021.6027 (1)	D
Motorola Solutions,	09/14/2018		M	99,953	A \$ 26.13	176,974.6027 (1)	D

Inc. -
Common
Stock

Motorola
Solutions,
Inc. -
Common
Stock

09/14/2018

S 99,953 D \$
126.6462 77,021.6027 D
(3) (1)

Motorola
Solutions,
Inc. -
Common
Stock

2,220 I Held by
wife

Motorola
Solutions,
Inc. -
Common
Stock

81,000 (4) I By Trust

Motorola
Solutions,
Inc. -
Common
Stock

117,989 (5) I By Trust

Motorola
Solutions,
Inc. -
Common
Stock

38,245 I 2017
Grantor
Retained
Annuity
Trust,
reporting
person is
Trustee

Motorola
Solutions,
Inc. -
Common
Stock

44,836 I 2018
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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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option - Right to Buy	\$ 26.13 (6)	09/13/2018		M	105,000	(7) 05/07/2019	Motorola Solutions, Inc. - Common Stock 105,000 (6)
Employee Stock Option - Right to Buy	\$ 26.13 (6)	09/14/2018		M	99,953	(7) 05/07/2019	Motorola Solutions, Inc. - Common Stock 99,953 (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN GREGORY Q MOTOROLA SOLUTIONS, INC. 500 WEST MONROE CHICAGO, IL 60661	X		Chairman and CEO	

Signatures

Amber J. Livingston, on behalf of Gregory Q. Brown, Chairman and Chief Executive Officer
(Power of Attorney on File)

09/17/2018

__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 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.

\$126.3035 is the weighted average sales price. Prices for this transaction ranged from \$126.75 to \$125.80. The Reporting Person

(2) 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.

\$126.6462 is the weighted average sales price. Prices for this transaction ranged from \$127.09 to \$126.26. The Reporting Person

(3) 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.

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- (4) 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.
- (5) These shares are held in an irrevocable trust for the benefit of the reporting persons children. The reporting person is trustee of this trust.
These options were originally reported as covering 1,137,500 shares in total at an exercise price of \$6.22 per share, but were adjusted to
- (6) reflect the dividend by Motorola Solutions, Inc. ("MSI") of all outstanding shares of Motorola Mobility Holdings, Inc. to stockholders and the MSI 1-for-7 reverse stock split that occurred on January 4, 2011.
- (7) These options vested on January 4, 2011.

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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