

MOTOROLA INC  
Form 3  
January 22, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â Fitzpatrick Edward J.                   |         | (Month/Day/Year)                     | MOTOROLA INC [MOT]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 1303 EAST ALGONQUIN ROAD                  |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
| SCHAUMBURG,Â ILÂ 60196                    |         |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
| (City)                                    | (State) | (Zip)                                | (give title below)   | (specify below)                                      |
|   |         |                                      | SVP, Corporate Controller  |  |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5)    |
|------------------------------------|--|---|---|
| Motorola, Inc. Common Stock        | 26,248.8587 <sup>(1)</sup>                               | D   | Â   |
| Motorola, Inc. Common Stock        | 126.6626   | I   | Held in the Motorola Stock Fund of the Motorola 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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|                                      | Date Exercisable          | Expiration Date | (Instr. 4)<br>Title           | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|---------------------------|-----------------|-------------------------------|----------------------------|------------------------------|--|------------|
| Employee Stock Option (Right to Buy) | 01/05/2000 <sup>(2)</sup> | 02/18/2009      | Motorola, Inc. - Common Stock | 2,933                      | \$ 16.66                     | D  | Â          |
| Employee Stock Option (Right to Buy) | Â <sup>(3)</sup>          | 01/12/2015      | Motorola, Inc. - Common Stock | 25,146                     | \$ 40.5154                   | D  | Â          |
| Employee Stock Option (Right to Buy) | Â <sup>(4)</sup>          | 03/16/2011      | Motorola, Inc. - Common Stock | 1,176                      | \$ 12.8937                   | D  | Â          |
| Employee Stock Option (Right to Buy) | Â <sup>(5)</sup>          | 05/07/2012      | Motorola, Inc. - Common Stock | 1,176                      | \$ 12.9205                   | D  | Â          |
| Employee Stock Option (Right to Buy) | Â <sup>(6)</sup>          | 05/03/2013      | Motorola, Inc. - Common Stock | 2,375                      | \$ 7.2745                    | D  | Â          |
| Employee Stock Option (Right to Buy) | Â <sup>(7)</sup>          | 05/04/2014      | Motorola, Inc. - Common Stock | 13,411                     | \$ 16.3028                   | D  | Â          |
| Employee Stock Option (Right to Buy) | Â <sup>(8)</sup>          | 05/03/2015      | Motorola, Inc. - Common Stock | 11,000                     | \$ 15.47                     | D  | Â          |
| Employee Stock Option (Right to Buy) | Â <sup>(9)</sup>          | 05/03/2016      | Motorola, Inc. - Common Stock | 20,000                     | \$ 21.25                     | D  | Â          |
| Employee Stock Option (Right to Buy) | Â <sup>(10)</sup>         | 05/06/2018      | Motorola, Inc. - Common Stock | 9,375                      | \$ 10.26                     | D  | Â          |
| Employee Stock Option (Right to Buy) | Â <sup>(11)</sup>         | 12/17/2013      | Motorola, Inc. - Common Stock | 20,000                     | \$ 4.41                      | D  | Â          |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| Fitzpatrick Edward J.<br>1303 EAST ALGONQUIN ROAD<br>SCHAUMBURG, IL 60196 | Â             | Â         | Â SVP, Corporate Controller | Â     |

## Signatures

Carol H. Forsyte on behalf of Edward J. Fitzpatrick, Senior Vice President, Corporate Controller (Power of Attorney Attached)

01/22/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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.
- (2) These options vested in full on January 5, 2000.
- (3) These options vested in four equal annual installments beginning on January 12, 2001.
- (4) These options vested in four equal annual installments beginning on March 16, 2002.
- (5) These options vest in four equal annual installments beginning on May 7, 2003.
- (6) These options vest in four equal annual installments beginning on May 6, 2004.
- (7) These options vested in four equal annual installments beginning on May 4, 2005.
- (8) These options vested in four equal annual installments beginning on May 3, 2006.
- (9) These options vest in four equal annual installments beginning on May 3, 2007.
- (10) These options vest in four equal annual installments beginning on May 6, 2009.
- (11) These options vest in two equal annual installments beginning on December 17, 2009.

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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