

MOTOROLA INC
Form DEF 14A
March 12, 2010

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

MOTOROLA, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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PRINCIPAL EXECUTIVE OFFICES:
1303 East Algonquin Road
Schaumburg, Illinois 60196

PLACE OF MEETING:
The Meadows Club
2950 W. Golf Road
Rolling Meadows, IL 60008

March 12, 2010

NOTICE OF 2010 ANNUAL MEETING OF STOCKHOLDERS

To our Stockholders:

Our Annual Meeting will be held at The Meadows Club, 2950 W. Golf Road, Rolling Meadows, Illinois 60008 on Monday, May 3, 2010 at 5:00 P.M., local time.

The purpose of the meeting is to:

1. elect eleven directors for a one-year term;
2. hold a stockholder advisory vote on our overall executive compensation policies and procedures;
3. ratify the appointment of KPMG LLP as Motorola's independent registered public accounting firm for 2010;
4. consider and vote upon two shareholder proposals, if properly presented at the meeting; and
5. act upon such other matters as may properly come before the meeting.

Only Motorola stockholders of record at the close of business on March 8, 2010 (the "record date") will be entitled to vote at the meeting. Please vote in one of the following ways:

visit the website shown on your Motorola Notice of Internet Availability of Proxy Materials for the 2010 Annual Meeting (your "Notice") or proxy card to vote via the Internet;

use the toll-free telephone number shown at the website address listed on your Notice or on your proxy card;

if you received a printed copy of the proxy card, mark, sign, date and return the enclosed proxy card using the postage-paid envelope provided; or

in person at the Annual Meeting.

PLEASE NOTE THAT ATTENDANCE AT THE MEETING WILL BE LIMITED TO STOCKHOLDERS OF MOTOROLA AS OF THE RECORD DATE (OR THEIR AUTHORIZED REPRESENTATIVES). YOU WILL BE REQUIRED TO

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PROVIDE THE ADMISSION TICKET THAT IS DETACHABLE FROM YOUR NOTICE OR PROXY CARD OR PROVIDE OTHER EVIDENCE OF OWNERSHIP. IF YOUR SHARES ARE HELD BY A BANK OR BROKER, PLEASE BRING TO THE MEETING YOUR BANK OR BROKER STATEMENT EVIDENCING YOUR BENEFICIAL OWNERSHIP OF MOTOROLA STOCK TO GAIN ADMISSION TO THE MEETING.

By order of the Board of Directors,

A. Peter Lawson
Secretary

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**ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 3, 2010**

March 12, 2010

Dear Fellow Motorola Stockholders:

You are cordially invited to attend Motorola's 2010 Annual Stockholders Meeting. The meeting will be held on Monday, May 3, 2010 at 5:00 p.m., local time, at The Meadows Club, 2950 W. Golf Road, Rolling Meadows, Illinois 60008.

We encourage you to vote your shares through one of the three convenient methods described in the enclosed Proxy Statement and, if your schedule permits, to attend the meeting. We would appreciate your support on the following management proposals:

the election of the 11 nominated directors;

the approval of the Company's overall executive compensation policies and procedures; and

the ratification of the appointment of KPMG LLP as our independent registered public accounting firm.

Your vote is important, so please act at your first opportunity.

On behalf of your Board of Directors, thank you for your continued support of Motorola.

Gregory Q. Brown
Co-CEO
Motorola, Inc.

Sanjay K. Jha
Co-CEO
Motorola, Inc.

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PROXY STATEMENT 1

PROXY STATEMENT

ABOUT THE 2010 ANNUAL MEETING

This proxy statement (the "Proxy Statement") is being furnished to holders of common stock, \$0.01 par value per share (the "Common Stock"), of Motorola, Inc. ("Motorola", or the "Company"). Proxies are being solicited on behalf of the Board of Directors of the Company (the "Board") to be used at the 2010 Annual Meeting of Stockholders (the "Annual Meeting") to be held at The Meadows Club, 2950 W. Golf Road, Rolling Meadows, Illinois 60008 on Monday, May 3, 2010 at 5:00 P.M., local time, for the purposes set forth in the Notice of 2010 Annual Meeting of Stockholders.

This Proxy Statement, the form of proxy and the Company's 2009 Annual Report are being provided to stockholders on or after March 12, 2010.

All stockholders may view and print Motorola's Proxy Statement and the 2009 Annual Report at the Company's website at www.motorola.com/investor.

VOTING PROCEDURES

Who Is Entitled to Vote?

Only stockholders of record at the close of business on March 8, 2010 (the "record date") will be entitled to notice of, and to vote at, the Annual Meeting or any adjournments or postponements thereof. On the record date, there were issued and outstanding 2,314,437,239 shares of Common Stock entitled to vote at the Annual Meeting. The Common Stock is the only class of voting securities of the Company.

A list of stockholders entitled to vote at the meeting will be available for examination at the corporate offices of Motorola Inc., 1303 E. Algonquin Road, Door 53, Schaumburg, Illinois 60196 for ten days before the Annual Meeting and at the Annual Meeting.

Why Did I Receive a Notice of Internet Availability?

The Securities and Exchange Commission has adopted rules for the electronic distribution of proxy materials. Again this year, we have elected to provide our stockholders access to our proxy materials and 2009 Annual Report on the Internet instead of sending a full set of printed proxy materials to all of our stockholders. This enables us to reduce costs, provide ease and flexibility for our stockholders and lessen the environmental impact of our Annual Meeting. On or about March 15, 2010, we intend to mail most of our stockholders a Notice of Internet Availability of Proxy Materials (a "Notice"). If you receive a Notice by mail, you will not receive a printed copy of the proxy materials in the mail unless you request it. Instead, the Notice instructs you on how to access and review all of the important information contained in the 2010 Proxy Statement and 2009 Annual Report. The Notice also instructs you on how you may submit your proxy over the Internet or by telephone. If you receive a Notice by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice.

How Can I Vote Without Attending the Annual Meeting?

There are three convenient methods for registered stockholders to direct their vote by proxy without attending the Annual Meeting. Stockholders can:

Vote by Internet. You can vote via the Internet. The website address for Internet voting is provided on your Notice or proxy card. You will need to use the control number appearing on your Notice or proxy card to vote via the Internet. You can use the Internet to transmit your voting instructions up until 11:59 P.M. Eastern Time on Sunday, May 2, 2010. Internet voting is available 24 hours a day. If you vote via the Internet you do NOT need to vote by telephone or return a proxy card.

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Vote by Telephone. You can also vote by telephone by calling the toll-free telephone number provided on your Notice or on your proxy card. You will need to use the control number appearing on your Notice or proxy card to vote by telephone. You may transmit your voting instructions from any touch-tone telephone up until 11:59 P.M. Eastern Time on Sunday, May 2, 2010. Telephone voting is available 24 hours a day. If you vote by telephone you do NOT need to vote over the Internet or return a proxy card.

Vote by Mail. If you received a printed copy of the proxy card, you can vote by marking it, dating it and signing it, and returning it in the postage-paid envelope provided. Please promptly mail your proxy card to ensure that it is received prior to the closing of the polls at the Annual Meeting.

If you are a beneficial owner, or you hold your shares in "street name," please check your voting instruction card or contact your bank, broker or nominee to determine whether you will be able to vote by Internet or telephone.

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2 PROXY STATEMENT

How Can I Change My Vote?

Registered stockholders can revoke their proxy at any time before it is voted at the Annual Meeting by either:

Submitting another timely, later-dated proxy by Internet, telephone or mail;

Delivering timely written notice of revocation to the Secretary, Motorola, Inc., 1303 East Algonquin Road, Schaumburg, Illinois 60196; or

Attending the Annual Meeting and voting in person.

If your shares are held in the name of a bank, broker or other nominee, you must obtain a proxy, executed in your favor, from the holder of record (that is, your bank, broker or nominee) to be able to vote at the Annual Meeting.

How Many Votes Must be Present to Conduct Business at the Annual Meeting?

In order for business to be conducted, a quorum must be represented in person or by proxy at the Annual Meeting. A quorum is a majority of the shares entitled to vote at the Annual Meeting. Shares represented by a proxy marked "abstain" will be considered present at the Annual Meeting for purposes of determining a quorum.

How Many Votes Am I Entitled to Cast?

You are entitled to cast one vote for each share of Common Stock you own on the record date. Stockholders do not have the right to vote cumulatively in electing directors.

How Many Votes Are Required to Elect Directors?

In February 2006, Motorola's Board of Directors amended the Company's Bylaws and Board Governance Guidelines to adopt a majority vote standard for non-contested director elections. Because the number of nominees properly nominated for the 2010 Annual Meeting is the same as the number of directors to be elected at the 2010 Annual Meeting, the 2010 election of directors is a non-contested election. To be elected in a non-contested election, a director nominee must receive more "For" votes than "Against" votes. Abstentions will have no effect on the director election since only votes "For" and "Against" a nominee will be counted.

How Many Votes Are Required to Approve the Company's Overall Executive Compensation Policies and Procedures?

With regard to the stockholder advisory vote, the affirmative vote of the holders of a majority of the shares present in person or by proxy and entitled to vote at the Annual Meeting will be required to approve the Company's overall executive compensation policies and procedures. Abstentions will have the same effect as a vote "Against" the proposal.

How Many Votes Are Required to Ratify the Appointment of KPMG LLP as Motorola's Independent Registered Public Accounting Firm?

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The affirmative vote of the holders of a majority of the shares present in person or by proxy and entitled to vote at the Annual Meeting will be required to ratify the selection of KPMG LLP. Abstentions will have the same effect as a vote "Against" the proposal.

How Many Votes Are Required to Pass Any Shareholder Resolution?

In order to recommend that the Board consider adoption of any shareholder proposal, the affirmative vote of the holders of a majority of the shares present in person or by proxy and entitled to vote at the Annual Meeting is required. For any shareholder proposal, an abstention will have the same effect as a vote "Against" the proposal. Broker non-votes will have no effect on the shareholder proposals.

Will My Shares be Voted if I Do Not Provide Instructions to My Broker?

If you are the beneficial owner of shares held in "street name" by a broker, the broker, as the record holder of the shares, is required to vote those shares in accordance with your instructions. If you do not give instructions to the broker, the broker will be entitled to vote the shares with respect to "discretionary" items, but will not be permitted to vote the shares with respect to "non-discretionary" items (resulting in a "broker non-vote"). The ratification of the appointment of KPMG LLP and the stockholder advisory vote on the Company's overall executive compensation policies and procedures are "discretionary" items. The election of directors and the two shareholder proposals are "non-discretionary" items.

Who Represents My Proxy at the Annual Meeting?

If you do not vote in person at the Annual Meeting, but have voted your shares over the Internet, by telephone or by signing and returning your proxy card, you have authorized certain members of Motorola's senior management designated by the

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PROXY STATEMENT 3

Board and named in your proxy to represent you and to vote your shares as instructed.

What if I Return a Proxy But Do Not Provide Specific Voting Instructions For Some or All of the Items?

All shares that have been properly voted whether by Internet, telephone or mail and not revoked will be voted at the Annual Meeting in accordance with your instructions. If you sign your proxy but do not give voting instructions, the shares represented by that proxy will be voted as recommended by the Board of Directors. The Board of Directors recommends a vote: (1) "For" the election of the 11 director nominees named in this Proxy Statement, (2) "For" the approval of the Company's overall executive compensation policies and procedures, (3) "For" the ratification of the appointment of KPMG LLP as the Company's independent public accounting firm for 2010, and (4) "Against" each of the two shareholder proposals.

What if Other Matters Are Voted on at the Annual Meeting?

If any other matters are properly presented at the Annual Meeting for consideration and if you have voted your shares by Internet, telephone or mail, the persons named as proxies in your proxy will have the discretion to vote on those matters for you. At the date we filed this Proxy Statement with the Securities and Exchange Commission, the Board of Directors did not know of any other matter to be raised at the Annual Meeting.

How Do I Vote if I Participate in the Company's 401(k) Plan?

If you own shares of Common Stock through the Motorola 401(k) Plan (the "401(k) Plan"), the Notice or proxy card includes the shares you hold in the 401(k) Plan as well as the shares you hold outside of the 401(k) Plan. Under the 401(k) Plan, participants are "named fiduciaries" to the extent of their authority to direct the voting of shares of Common Stock credited to their 401(k) Plan accounts and their proportionate share of allocated shares for which no direction is received and unallocated shares, if any (together, "Undirected Shares"). The trustee of the 401(k) Plan will vote Undirected Shares in the same proportion as the shares for which directions are received, except as otherwise provided in accordance with ERISA. By submitting voting instructions by Internet, telephone, or if hardcopies are requested, by signing, dating and returning the proxy card, you direct the trustee of the 401(k) Plan to vote these shares, in person or by proxy, as designated therein, at the Annual Meeting.

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4 PROXY STATEMENT
PROPOSAL 1

ELECTION OF DIRECTORS FOR A ONE-YEAR TERM

How Many Directors Are Standing For Election and For What Term?

The number of directors of the Company to be elected at the 2010 Annual Meeting is 11. The directors elected at the 2010 Annual Meeting will serve until their respective successors are elected and qualified or until their earlier death or resignation.

NOMINEES

Who Are the Nominees?

Each of the nominees named below is currently a director of the Company. Each of the nominees was elected at the Annual Meeting of Stockholders held on May 4, 2009. The ages shown are as of January 1, 2010. Ms. Lewent is not standing for re-election.

GREGORY Q. BROWN, Principal Occupation: Co-Chief Executive Officer, Motorola, Inc. and Chief Executive Officer, Enterprise Mobility Solutions and Networks business, Motorola, Inc.

Director since 2007 Age 49

Mr. Brown joined Motorola in 2003 and since February 2010 has served as Co-Chief Executive Officer of Motorola, Inc. and Chief Executive Officer of the Enterprise Mobility Solutions and Networks business. Mr. Brown served as Co-Chief Executive Officer of Motorola, Inc. and Chief Executive Officer of Broadband Mobility Solutions from August 2008 to February 2010. He was President and Chief Executive Officer of Motorola, Inc. from January 2008 until August 2008. From March 2007 through December 2007, Mr. Brown served as President and Chief Operating Officer of Motorola, Inc. From January 2003 through March 2007, Mr. Brown served as Executive Vice President of Motorola, Inc. and President of various Motorola businesses within Enterprise Mobility Solutions. Prior to joining Motorola, Mr. Brown was Chairman and Chief Executive Officer of Micromuse, Inc., a network management software company. Before that, he was President of Ameritech Custom Business Services and Ameritech New Media, Inc. Mr. Brown serves on the National Security Telecommunications Advisory Committee (NSTAC) and is also a member of the Business Council, the Business Roundtable, the Northwestern Memorial Hospital board, the Technology CEO Council and the United States-Brazil CEO Forum. Mr. Brown received a B.A. degree in Economics from Rutgers University.

DAVID W. DORMAN, Principal Occupation: Non-Executive Chairman of the Board, Motorola, Inc.

Director since 2006 Age 55

Mr. Dorman is the Non-Executive Chairman of the Board of Motorola, Inc. Previously, he was a Managing Director and Senior Advisor with Warburg Pincus, a global leader in private equity. He was Chairman and Chief Executive Officer of AT&T, a provider of Internet and transaction-based voice and data services, from November 2002 until the completion of the AT&T Corp. and SBC Communications merger in November 2005. Mr. Dorman joined AT&T as President in December 2000. He began his career in the telecommunications industry at Sprint Corp. in 1981. Mr. Dorman serves on the boards of CVS Caremark Corporation, YUM! Brands, Inc., and the Georgia Tech Foundation. In the last five years, Mr. Dorman previously served on the boards of Scientific Atlanta and Phorm, Inc. Mr. Dorman received a B.S. degree in Industrial Management with high honors from the Georgia Institute of Technology.

WILLIAM R. HAMBRECHT, Principal Occupation: Chairman and Chief Executive Officer of WR Hambrecht + Co

Director since 2008 Age 74

Mr. Hambrecht has been Founder, Chairman and Chief Executive Officer of WR Hambrecht + Co., a financial services firm, since December 1997. Mr. Hambrecht co-founded Hambrecht & Quist in 1968, from which he resigned in December 1997 to form WR Hambrecht + Co. Mr. Hambrecht is a director of AOL Inc. and the Ironstone Group. Mr. Hambrecht serves on the Board of Trustees for The American University of Beirut and he also serves on the Advisory Council to The J. David Gladstone Institutes. In October 2006, Mr. Hambrecht was inducted to the American Academy of Arts and Sciences. Mr. Hambrecht graduated from Princeton University.

DR. SANJAY K. JHA, Principal Occupation: Co-Chief Executive Officer, Motorola, Inc. and Chief Executive Officer, Mobile Devices and Home business, Motorola, Inc.

Director since 2008 Age 46

Dr. Jha joined Motorola in 2008 and since February 2010 has served as Co-Chief Executive Officer of Motorola, Inc. and Chief Executive Officer of the Mobile Devices and Home business. Dr. Jha served as Co-Chief Executive Officer of Motorola, Inc. and Chief Executive Officer of Mobile Devices from August 2008 to February 2010. Prior to joining Motorola, Dr. Jha served as Executive Vice President and Chief Operating Officer of Qualcomm, Inc. from December 2006 to August 2008. Dr. Jha also served as Executive Vice President and President of Qualcomm CDMA Technologies (QCT), Qualcomm's chipset and software division, from January 2003 to December 2006. Dr. Jha received a Ph.D. in Electronic and Electrical Engineering from the University of Strathclyde, Scotland and a B.S. degree in Engineering from the University of Liverpool, England.

KEITH A. MEISTER, Principal Occupation: Vice Chairman of the Board of Icahn Enterprises G.P. Inc., the general partner of Icahn Enterprises, L.P.

Director since 2008 Age 36

Mr. Meister, since August 2003, has served as Vice Chairman of the Board of Icahn Enterprises G.P. Inc., the general partner of Icahn Enterprises L.P., a diversified holding company engaged in a variety of businesses, including investment management, automotive, metals, real estate and home fashion. From August 2003 through March 2006, Mr. Meister also served as Chief Executive Officer of Icahn Enterprises G.P. Inc., and since March 2006, Mr. Meister has served as Principal Executive Officer of Icahn Enterprises G.P. Inc. Since November 2004, Mr. Meister has been a Managing Director of Icahn Capital LP, the entity through which Carl C. Icahn manages third-party private investment funds. Since June 2002, Mr. Meister has served as senior investment analyst of High River Limited Partnership, an entity primarily engaged in the business of holding and investing in securities. Mr. Meister also serves on the boards of directors of XO Holdings, Inc. and Federal-Mogul Corporation. With respect to each company mentioned above, Mr. Icahn, directly or indirectly, either (i) controls such company or (ii) has an interest in such company through the ownership of securities. In the last five years, Mr. Meister previously served on the boards of WCI Communities, Inc., American Railcar Industries, Inc., Adventrx Pharmaceuticals, Inc. and BKF Capital Group, Inc. Mr. Meister received an A.B. in government, cum laude, from Harvard College in 1995.

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6 PROXY STATEMENT

THOMAS J. MEREDITH, Principal Occupation: General Partner and Co-Founder, Meritage Capital, L.P. and Chief Executive Officer, MFI Capital

Director since 2005 Age 59

Mr. Meredith is a co-founder and general partner of Meritage Capital, L.P., an investment management firm specializing in multi-manager hedge funds. He is also chief executive officer of MFI Capital, a private investment firm. He served as Acting Chief Financial Officer and Executive Vice President of Motorola from April 1, 2007 until March 1, 2008 and remained an employee of the Company until March 31, 2008. Mr. Meredith served in a variety of senior executive positions at Dell, Inc. between 1992 and 2001, including serving as Chief Financial Officer from 1992 through 2000. He is an adjunct professor at the McCombs School of Business at the University of Texas, and serves on the advisory boards of both the Wharton School at the University of Pennsylvania and the LBJ School at the University of Texas. In the last five years, Mr. Meredith previously served on the board of Motive, Inc. Mr. Meredith received a B.S. degree in Political Science from St. Francis University, a J.D. degree from Duquesne University and an LL.M. degree in Taxation from Georgetown University.

SAMUEL C. SCOTT III, Principal Occupation: Retired; Chairman, President and Chief Executive Officer, Corn Products International

Director since 1993 Age 65

Mr. Scott was Chairman, President and Chief Executive Officer of Corn Products International, a corn refining business, from 1997 until his retirement in May 2009. Mr. Scott serves on the Board of Directors of Bank of New York Mellon, Abbott Laboratories and the Chicago Council on Global Affairs. He also serves on the Board of Northwestern Memorial HealthCare and as Chairman of Chicago Sister Cities. Mr. Scott received a B.S. degree in Engineering and an M.B.A. from Fairleigh Dickinson University.

JAMES R. STENDEL, Principal Occupation: President and Chief Executive Officer, The Jim Stengel Company, LLC

Director since 2005 Age 54

In November 2008, Mr. Stengel founded The Jim Stengel Company, LLC, a think tank and consultancy firm focused on improving marketing through a proprietary framework. In July 2009, Mr. Stengel was appointed Adjunct Professor of Marketing at the UCLA Anderson Graduate School of Management. Mr. Stengel was the Global Marketing Officer of Procter & Gamble Company, a consumer products company, from 2001 until he retired in October 2008. Mr. Stengel is a director of AOL Inc. and serves on the National Underground Freedom Center Board of Directors. Mr. Stengel received a B.A. degree from Franklin & Marshall College and an M.B.A. from Pennsylvania State University.

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PROXY STATEMENT 7

ANTHONY J. VINCIQUERRA, Principal Occupation: Chairman and Chief Executive Officer, Fox Networks Group

Director since 2007 Age 55

Mr. Vinciguerra is Chairman and Chief Executive Officer of Fox Networks Group, a primary operating unit of News Corporation that includes the Fox Television Network, Fox Cable Networks, FOX Sports and Fox Networks Engineering & Operations. Mr. Vinciguerra also oversees Fox Sports Enterprises, which comprises Fox's interests in professional sports franchises like the Colorado Rockies, stadiums and leading statistical information provider, STATS. A past Chairman of the National Association of Television Program Executives, he is also a director of the Boston-based Genesis Fund, the fund-raising organization of the National Birth Defects Institute, and a member of the Board of Governors of the Academy of Television Arts and Sciences. Mr. Vinciguerra received a B.A. degree from the State University of New York.

DOUGLAS A. WARNER III, Principal Occupation: Retired; Formerly Chairman of the Board, J.P. Morgan Chase & Co.

Director since 2002 Age 63

Mr. Warner was Chairman of the Board and Co-Chairman of the Executive Committee of J.P. Morgan Chase & Co., an international commercial and investment banking firm, from December 2000 until he retired in November 2001. From 1995 to 2000, he was Chairman of the Board, President and Chief Executive Officer of J.P. Morgan & Co. He is a director of General Electric Company, Chairman of the Board of Managers and the Board of Overseers of Memorial Sloan-Kettering Cancer Center, Chairman of the Yale Investment Committee and a Trustee of Yale University. In the last five years, Mr. Warner previously served on the board of Anheuser-Busch Companies, Inc. Mr. Warner received a B.A. degree from Yale University.

DR. JOHN A. WHITE, Principal Occupation: Distinguished Professor of Industrial Engineering, University of Arkansas

Director since 1995 Age 70

Dr. White is a Distinguished Professor of Industrial Engineering at the University of Arkansas. Previously, he was Chancellor of the University of Arkansas from 1997 until he retired in June 2008. Dr. White served as Dean of Engineering at Georgia Institute of Technology from 1991 to early 1997, having been a member of the faculty since 1975. He is also a director of J.B. Hunt Transport Services, Inc. In the last five years, Dr. White previously served on the boards of Logility, Inc. and Russell Corp. A member of the National Academy of Engineering, Dr. White received a B.S.I.E. from the University of Arkansas, an M.S.I.E. from Virginia Polytechnic Institute and State University and a Ph.D. from The Ohio State University.

RECOMMENDATION OF THE BOARD

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF THE ELEVEN NOMINEES NAMED HEREIN AS DIRECTORS. UNLESS OTHERWISE INDICATED ON YOUR PROXY, YOUR SHARES WILL BE VOTED FOR THE ELECTION OF SUCH ELEVEN NOMINEES AS DIRECTORS.

What if a Nominee is Unable to Serve as Director?

If any of the nominees named above is not available to serve as a director at the time of the 2010 Annual Meeting (an event which the Board does not now anticipate), the proxies will be voted for the election of such other person or persons as the Board may designate, unless the

Board, in its discretion, reduces the number of directors.

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8 PROXY STATEMENT

CORPORATE GOVERNANCE MATTERS

What Are the Board's Corporate Governance Principles?

The Board has long adhered to governance principles designed to assure the continued vitality of the Board and excellence in the execution of its duties. The Board has responsibility for management oversight and providing strategic guidance to the Company. The Board believes that it must continue to renew itself to ensure that its members understand the industries and the markets in which the Company operates. The Board also believes that it must remain well-informed about the positive and negative issues, problems and challenges facing Motorola and its industries and markets so that the Board members can exercise their fiduciary responsibilities to Motorola stockholders.

What Are Some of the Major Corporate Governance Initiatives the Board Has Adopted in Recent Years?

The Board recognizes the importance of evolving the Company's corporate governance practices and is committed to regularly reviewing specific elements of the Company's corporate governance and making changes when the Board deems them in the best interests of the Company and stockholders. As a result, Motorola is a leading adopter of many corporate governance best-practices. Again this year, Motorola is holding a stockholder advisory vote on the Company's overall executive compensation policies and procedures (commonly known as a "say-on-pay" vote). We elect all of our directors annually and in 2006 adopted a majority voting standard for uncontested director elections. The same year, we eliminated our shareholder rights plan (commonly known as a "poison pill"). Recently, we provided holders of 20% or more of Motorola's Common Stock the ability to request a special meeting of stockholders. We also have a recoupment policy to recover certain executive pay in the event of misconduct leading to a financial restatement (commonly known as a "clawback policy").

What Are Our Directors' Qualifications to Serve on the Motorola Board?

The Board believes it should be comprised of individuals with appropriate skills and experiences to meet its board governance responsibilities and contribute effectively to the Company. Our Governance and Nominating Committee carefully considers the skills and experiences of current directors and new nominee candidates to ensure that they meet the needs of the Company before nominating directors for election to the Board. All of our non-employee directors serve on Board committees, further supporting the Board by providing expertise to those committees. The needs of the committees also are reviewed when considering nominees to the Board.

The Board is comprised of active and former CEOs and CFOs of major corporations and individuals with experience in high-tech fields, media, investment banking and academia. As such, they have a deep working knowledge of matters common to large companies, generally including experience with financial statement preparation, compensation determinations, regulatory compliance, corporate governance, public affairs and legal matters. Our directors are qualified to serve as directors and members of the Committees on which they serve based on the following experience:

Mr. Dorman's experience in private equity and as the chief executive officer of a global public company in the telecommunications industry,

Mr. Hambrecht's experience as the chairman and chief executive officer of an investment banking firm focusing on high-tech companies,

Ms. Lewent's experience as the chief financial officer of a global public company in the pharmaceutical industry,

Mr. Meister's experience as a senior executive of a diversified holding company and investment companies,

Mr. Meredith's experience as the general partner of an investment management firm and as the chief financial officer of a global public high-tech company,

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Mr. Scott's experience as the chairman and chief executive officer of a global public company in the corn refining industry,

Mr. Stengel's experience as the chief marketing officer of a global public consumer products company,

Mr. Vinciguerra's experience as the chairman and chief executive officer of a global media company,

Mr. Warner's experience as the chairman and chief executive officer of a global public commercial and investment banking firm, and

Dr. White's experience as the chancellor of a university, dean of an engineering college and author of financial text books.

Many of our directors also serve on the boards of one or more other publicly traded companies. We believe Motorola benefits from the experience and expertise our directors gain from serving on those boards.

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The Board also believes that it is important to effective board governance and collaboration to have our Co-CEOs serve on the Board.

Which Directors Are Independent?

On February 10, 2010, the Board made the determination, based on the recommendation of the Governance and Nominating Committee and in accordance with the Motorola, Inc. Director Independence Guidelines, that Mr. Dorman, Mr. Hambrecht, Ms. Lewent, Mr. Meister, Mr. Meredith, Mr. Negrofonte, Mr. Scott, Mr. Stengel, Mr. Sommer, Mr. Vinciguerra, Mr. Warner, Mr. White and Dr. J. White were independent during the periods in 2009 and 2010 that they were members of the Board. Mr. Brown and Dr. Jha do not qualify as independent directors since they are employees of the Company. The Board determined on February 21, 2008 that following the completion of Mr. Meredith's interim employment with the Company, from April 1, 2007 to March 31, 2008, he was again considered independent. See "*What is Motorola's Relationship with Entities Associated with Independent Directors?*" for further details.

How Was Independence Determined?

The Motorola, Inc. Director Independence Guidelines include both the NYSE independence standards and categorical standards the Board has adopted to determine if a relationship that a Board member has with the Company is material. The categorical standards adopted by the Board are as follows:

Contributions or payments (including the provision of goods or services) from Motorola to a charitable organization (including a foundation), a university, or other not-for-profit organization, of which a director or an immediate family member of a director (defined to include a director's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than domestic employees) who shares the director's home) is an officer, director, trustee or employee, will not impair independence unless the contribution or payment (excluding Motorola matches of charitable contributions made by employees or directors under Motorola's or the Motorola Foundation's matching gift programs):

- (i) is to an entity of which the director or the director's spouse currently is an officer, director or trustee, and such person held such position at the time of the contribution,
- (ii) was made within the previous three years, and
- (iii) was in an amount which, in the entity's last fiscal year prior to the year of the contribution or payment, exceeded the greater of \$300,000 or 5% of such entity's consolidated gross revenues (or equivalent measure).

Indebtedness of Motorola to a bank or similar entity of which a director or a director's immediate family member is a director, officer, employee or 10% Owner (as defined below) will not impair independence unless the following are applicable:

- (i) the director or the director's spouse is an executive officer of such entity or an owner who directly or indirectly has a 10% or greater equity or voting interest in such entity (a "10% Owner") and he or she held that position at any time during the previous twelve months, and
- (ii) the total amount of Motorola's indebtedness during the previous twelve months is more than 5% of the total consolidated assets of such entity in its last fiscal year.

Other business relationships between a director or a director's immediate family member, such as consulting, legal or financial advisory services provided to Motorola, will not impair independence unless the following are applicable:

- (i) the director or the director's spouse is a partner, officer or 10% Owner of the company or firm providing such services, and he or she held such position at any time during the previous twelve months, and
- (ii) the services that were provided during the previous twelve months were in an amount which, in the company's or firm's last fiscal year, exceeded the greater of \$1 million or 2% of such company's or firm's consolidated gross revenues.

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This categorical standard does not include business relationships with Motorola's independent registered public accounting firm because those relationships are covered by the NYSE independence standards.

Motorola's ownership of voting stock of a company of which the director or the director's immediate family member is a director, officer, employee or 10% Owner will not impair independence unless the following are applicable:

- (i) the director or the director's spouse is an executive officer of that company, and
- (ii) Motorola is currently a 10% Owner of that company.

The ownership of Motorola common stock by a director or a director's immediate family member will

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not be considered to be a material relationship that would impair a director's independence.

When applying the NYSE independence standards and the categorical standards set forth above, "Motorola" includes Motorola, Inc. and any of its subsidiaries and the Motorola Foundation. A complete copy of the Motorola, Inc. Director Independence Guidelines is available on the Company's website at www.motorola.com/investor.

What is Motorola's Relationship with Entities Associated with Independent Directors?

As previously disclosed, Mr. Meredith's term as Acting Chief Financial Officer and Executive Vice President of Motorola ended on March 1, 2008 and, under the terms of his agreement, his employment ended on March 31, 2008. In February 2008, the Board determined that after the end of his employment Mr. Meredith's independence under the Motorola, Inc. Independence Guidelines and the NYSE independence requirements was not impaired by his status as an employee of the Company from April 1, 2007 through March 31, 2008, because he was serving as an interim employee of the Company at the request of the Board while the Company conducted a search for a permanent chief financial officer.

As previously disclosed, Motorola and the Motorola Foundation have had various commercial and charitable relationships with the Massachusetts Institute of Technology ("MIT") and the MIT Media Laboratory. Judy Lewent is a life member of the MIT Corporation. Nicholas Negroponte, a former director, is a tenured professor of MIT on leave, and formerly the Chairman of the MIT Media Laboratory, an academic and research laboratory at MIT. Motorola made payments to MIT in each of the last three years significantly below the threshold described in the guidelines. Neither Ms. Lewent nor Mr. Negroponte directed the relationship nor have they voted as a member of the Motorola Board of Directors to approve MIT relationships.

All independent directors, other than Messrs. Meister, Sommer and Warner, had relationships with entities that were reviewed by the Board under the NYSE's independence standards and/or the Board's categorical standards described above covering contributions or payments to charitable or similar not-for-profit organizations. In each case, the payments or contributions were significantly less than the NYSE independence standards or the categorical standards and were determined by the Board to be immaterial. Relationships with entities related to Messrs. Hambrecht, Meredith and Vinciguerra were also reviewed under "Other Relationships" of the categorical standards and each were determined by the Board to be immaterial.

Are the Members of the Audit and Legal, Compensation and Leadership and Governance and Nominating Committees Independent?

Yes. The Board has determined that all of the current members of the Audit and Legal Committee, the Compensation and Leadership Committee and the Governance and Nominating Committee are independent within the meaning of the Motorola, Inc. Director Independence Guidelines and the NYSE listing standards for independence.

Where Can I Receive More Information About Motorola's Corporate Governance Practices?

Motorola maintains a corporate governance page on its website at www.motorola.com/investor that includes information about its corporate governance practices. The following documents are currently included on the website:

The Motorola, Inc. Board Governance Guidelines, the current version of which the Board adopted on January 26, 2010;

The Motorola, Inc. Director Independence Guidelines, the current version of which the Board adopted on September 11, 2008;

The Principles of Conduct for Members of the Motorola, Inc. Board of Directors, the current version of which the Board adopted on November 10, 2009;

The Motorola, Inc. Code of Business Conduct, which applies to all employees;

The charters of the Audit and Legal Committee, Compensation and Leadership Committee and Governance and Nominating Committee, the current versions of each of which the Board adopted on January 26, 2010;

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The Motorola, Inc. Restated Certificate of Incorporation, as amended through May 5, 2009; and

The Motorola, Inc. Amended and Restated Bylaws, the current version of which the Board adopted on November 11, 2009.

The Company intends to disclose amendments to the above documents or waivers applicable to its directors, chief executive officers, chief financial officer or corporate controller from certain provisions of its ethical policies and standards for directors and its employees, on the Motorola website within four business days following the date of the amendment or waiver.

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BOARD OF DIRECTORS MATTERS

How Often Did the Board Meet in 2009?

The Board of Directors held 8 meetings during 2009. Overall attendance at Board and committee meetings was 95%. Each incumbent director attended 92% or more of the combined total meetings of the Board and the committees on which he or she served during 2009.

How Many Directors will Comprise the Board?

The Board of Directors is currently comprised of 12 directors. Immediately following the Annual Meeting, the Board will consist of 11 directors. In the interim between Annual Meetings, the Board has the authority under the Company's Bylaws to increase or decrease the size of the Board and to fill vacancies.

How Many Executive Sessions of the Board Were Held in 2009?

Independent directors of the Company meet regularly in executive session without management as required by the Motorola, Inc. Board Governance Guidelines. Generally, executive sessions are held in conjunction with regularly-scheduled meetings of the Board of Directors. In 2009, the non-employee independent members of the Board met in executive session 8 times.

What is the Leadership Structure of the Board? Why was that Structure Chosen? Who Serves as Chairman of the Board and Presiding Director?

The Board is led by a non-executive, independent Chairman who has never been an employee of the Company. David Dorman became the Company's first non-executive chairman in May 2008. The Board decided to elect a non-executive chairman because it believes this structure supports our plan to separate the Company into two independent, publicly traded companies. As Chairman, Mr. Dorman had a significant role in hiring Dr. Jha as Co-CEO of the Company and CEO of our Mobile Devices business. Mr. Dorman also works closely with our Co-CEOs as we continue to execute on our separation plans. As Chairman, he performs many duties on behalf of the Board, including reviewing and approving the Board agenda and presiding over all Board meetings and executive sessions. Mr. Dorman also acts as the presiding director at meetings of the independent directors.

Will the Directors Attend the Annual Meeting?

Board members are expected to attend the Annual Meeting as provided in the Motorola, Inc. Board Governance Guidelines. All of our directors who stood for election at the 2009 Annual Meeting attended that meeting.