

MOTRICITY INC  
Form 4  
June 21, 2010

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ICAHN CARL C

(Last) (First) (Middle)

C/O ICAHN ASSOCIATES  
CORP., 767 FIFTH AVE., SUITE  
4700

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MOTRICITY INC [MOTR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/17/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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)
Common Stock	06/17/2010		P	Code V Amount 1,000,000 (1) (2) A	\$ 4,438,553 (3) 9.3 (4)	I	please see footnotes (1) (2) (3) (4)

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

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SEC 1474  
(9-02)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ICAHN CARL C C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVE., SUITE 4700 NEW YORK, NY 10153		X		
ICAHN ENTERPRISES L.P. 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601		X		
BARBERRY CORP. 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601		X		
BECKTON CORP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601		X		
ICAHN ENTERPRISES G.P. INC. 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601		X		
KOALA HOLDING LP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601		X		
KOALA HOLDING GP CORP. 445 HAMILTON AVENUE SUITE 1210		X		

WHITE PLAINS, NY 10601

HIGH RIVER LIMITED PARTNERSHIP

445 HAMILTON AVENUE

SUITE 1210

X

WHITE PLAINS, NY 10601

Hopper Investments LLC

445 HAMILTON AVENUE

SUITE 1210

X

WHITE PLAINS, NY 10601

## Signatures

CARL C. ICAHN 06/21/2010

  \*\*Signature of Reporting Person

Date

ICAHN ENTERPRISES L.P. 06/21/2010

  \*\*Signature of Reporting Person

Date

BARBERRY CORP. 06/21/2010

  \*\*Signature of Reporting Person

Date

BECKTON CORP. 06/21/2010

  \*\*Signature of Reporting Person

Date

ICAHN ENTERPRISES G.P. INC. 06/21/2010

  \*\*Signature of Reporting Person

Date

KOALA HOLDING LP 06/21/2010

  \*\*Signature of Reporting Person

Date

KOALA HOLDING GP CORP. 06/21/2010

  \*\*Signature of Reporting Person

Date

HIGH RIVER LIMITED  
PARTNERSHIP 06/21/2010

  \*\*Signature of Reporting Person

Date

HOPPER INVESTMENTS LLC 06/21/2010

  \*\*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) High River Limited Partnership ("High River") is the direct beneficial owner of these securities. These securities were purchased by High River directly from Motricity, Inc. in connection with its initial public offering. Hopper Investments, LLC ("Hopper"), by virtue of owning 100% of the general partnership interests of High River, may be deemed to beneficially own the securities as to which High River possesses direct beneficial ownership. Hopper disclaims beneficial ownership of such securities for all purposes. Barberrry Corp. ("Barberrry"), by virtue of being the sole member of Hopper, may be deemed to beneficially own the securities, as to which Hopper possesses indirect beneficial ownership.

(2) Barberrry disclaims beneficial ownership of such securities for all purposes. Mr. Carl C. Icahn, by virtue of owning 100% of the equity interests of Barberrry, may be deemed to beneficially own the securities, as to which Barberrry possesses indirect beneficial ownership. Mr. Carl C. Icahn disclaims beneficial ownership of such securities for all other purposes.

(3)

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Includes 1,000,000 shares of common stock of Motricity, Inc. held by High River as described in footnotes 1 and 2, and 3,438,553 shares of common stock of Motricity, Inc. held by Koala Holding LP ("Koala"). Koala Holding GP Corp. ("Koala GP"), by virtue of owning 100% of the general partnership interests of Koala, may be deemed to beneficially own the securities as to which Koala possesses direct beneficial ownership. Koala GP disclaims beneficial ownership of such securities for all purposes. Barberry, by virtue of owning 100% of the equity interests of Koala GP, may be deemed to beneficially own the securities, as to which Koala GP possesses indirect beneficial ownership.

Barberry disclaims beneficial ownership of such securities for all purposes. Mr. Carl C. Icahn, by virtue of owning 100% of the equity (4) interests of Barberry, may be deemed to beneficially own the securities, as to which Barberry possesses indirect beneficial ownership. Mr. Carl C. Icahn disclaims beneficial ownership of such securities for all other purposes.

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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