

MOTOROLA INC

Form 4

May 23, 2005

**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

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WARRIOR PADMASREE**

(Last) (First) (Middle)

**1303 EAST ALGONQUIN ROAD**

(Street)

**SCHAUMBURG, IL 60196**

(City) (State) (Zip)

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

**MOTOROLA INC [MOT]**

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

**05/23/2005**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Exec. VP, Chief Tech. Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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, Inc. - Common Stock	05/23/2005		M	Amount (1) 55,880	(A) or (D) A \$ 7.2745 (1)	109,649.3569 (2)	D
Motorola, Inc. - Common Stock	05/23/2005		S	24,900	D \$ 17.36	84,749.3569 (2)	D
Motorola, Inc. - Common Stock	05/23/2005		S	3,300	D \$ 17.38	81,449.3569 (2)	D

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Motorola,  
Inc. - 05/23/2005 S 27,680 D \$ 17.39 53,769.3569 D  
Common Stock (2)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 7.2745 (1)	05/23/2005		M	55,880 (1)	05/06/2004(3) 05/06/2013	Common Stock 55,880 (1)

## Reporting Owners

Reporting Owner Name / Address	Relationships
WARRIOR PADMASREE 1303 EAST ALGONQUIN ROAD SCHAUMBURG, IL 60196	Director 10% Owner Officer Other Exec. VP, Chief Tech. Officer
Carol Forsyte on behalf of Padmasree Warrior, Executive Vice President, Chief Technology Officer, Motorola, Inc. (Power of Attorney on File)	05/23/2005
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).

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The number of shares subject to the option and the exercise price per share have been adjusted to reflect the distribution by Motorola, Inc.

- (1) on December 2, 2004 of shares of Freescale Semiconductor, Inc. This option was previously reported as covering 200,000 shares at the time of grant at an option exercise price per share of \$8.13.
- (2) Includes shares acquired under the Motorola Employee Stock Purchase Plan.
- (3) This option vests as follows: 55,880 shares on 5/6/04; 55,880 shares on 5/6/05; 55,880 shares on 5/6/06 and 55,880 shares on 5/6/07.

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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