

BROWN GREGORY Q
Form 4
March 12, 2019

FORM 4

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

OMB APPROVAL

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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 *
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)
03/08/2019

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 | 03/08/2019 | | M | 13,392 A | \$ 0 ⁽¹⁾ <u>91,016.3414</u> ₍₂₎ | D | |
| Motorola Solutions, Inc. - Common Stock | 03/08/2019 | | F | 4,734 D | \$ 138.85 <u>86,282.3414</u> ₍₂₎ | D | |
| Motorola Solutions, | 03/09/2019 | | M | 21,984 A | \$ 0 ⁽³⁾ <u>108,266.3414</u> ₍₂₎ | D | |

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| | | | | | | | | |
|---|------------|---|--------|---|---------------------|----------------------------|---|---|
| Inc. - Common Stock | | | | | | | | |
| Motorola Solutions, Inc. - Common Stock | 03/09/2019 | F | 9,542 | D | \$ 138.85 | 98,724.3414 <u>(2)</u> | D | |
| Motorola Solutions, Inc. - Common Stock | 03/10/2019 | M | 21,248 | A | \$ 0 ⁽⁴⁾ | 119,972.3414 <u>(2)</u> | D | |
| Motorola Solutions, Inc. - Common Stock | 03/10/2019 | F | 9,222 | D | \$ 138.85 | 110,750.3414 <u>(2)</u> | D | |
| Motorola Solutions, Inc. - Common Stock | | | | | | 2,220 | I | Held by wife |
| Motorola Solutions, Inc. - Common Stock | | | | | | 81,000 ⁽⁵⁾ | I | By Trust |
| Motorola Solutions, Inc. - Common Stock | | | | | | 117,989 ⁽⁶⁾ | 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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(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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|----------------------|-----|--|-----------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Market Stock Units | <u>(7)</u> | 03/08/2019 | | M | | 10,223 <u>(8)</u> | | <u>(8)</u> | <u>(8)</u> | Motorola Solutions, Inc. - Common Stock |
| Market Stock Units | <u>(7)</u> | 03/09/2019 | | M | | 12,635 <u>(8)</u> | | <u>(8)</u> | <u>(8)</u> | Motorola Solutions, Inc. - Common Stock |
| Market Stock Units | <u>(7)</u> | 03/10/2019 | | M | | 10,624 <u>(8)</u> | | <u>(8)</u> | <u>(8)</u> | Motorola Solutions, Inc. - Common Stock |
| Performance Option | \$ 71.22 | 03/10/2019 | | A | 307,765 | | | <u>(9)</u> | 03/10/2026 | Motorola Solutions, Inc. - Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BROWN GREGORY Q MOTOROLA SOLUTIONS, INC. | X | | Chairman and CEO | |

500 WEST MONROE
CHICAGO, IL 60661

Signatures

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

03/11/2019

__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) Represents the vesting (10,223) and payout (13,392) of the first tranche (1/3) of the market stock units (MSU) granted on March 8, 2018 at 131% payout factor and such payment includes 3,169 shares which were above the target number of shares originally reported.
- (2) Includes shares acquired under the Motorola Solutions Employee Stock Purchase Plan and 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.
- (3) Represents the vesting (12,635) and payout (21,984) of the second tranche (1/3) of the market stock units (MSU) granted on March 9, 2017 at 174% payout factor and such payment includes 9,349 shares which were above the target number of shares originally reported.
- (4) Represents the vesting (10,624) and payout (21,248) of the third tranche (1/3) of the market stock units (MSU) granted on March 10, 2016 at 200% payout factor and such payment includes 10,624 shares which were above the target number of shares originally reported.
- (5) 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.
- (6) These shares are held in an irrevocable trust for the benefit of the reporting persons children. The reporting person is trustee of this trust.

Each market stock unit ("MSU") converts into shares of common stock on a 1-for-1 basis but the number of MSUs earned varies from 0% to 200% of the target number of MSUs based on the average of the closing price of the Company's common stock on the date of grant and the thirty calendar days immediately preceding the date of grant (referred to as Share Price on Date of Grant) as compared to the closing share price of the Company's common stock on the vesting date and the thirty calendar days immediately preceding the vesting date (referred to as Share Price on Vesting Date). The target number of MSUs is reported in this Report.

- (8) One third of the MSU award will vest on each of the first, second and third anniversaries of the date of grant and will be converted into shares of common stock based on a payout factor, provided that the MSUs will only vest if the Share Price on the Vesting Date equals at least 60% of the Share Price on the Date of Grant.

- (9) Represents the vesting of performance based stock options granted to the reporting person on March 10, 2016 that were eligible to vest on the third anniversary date of the grant or March 10, 2019 based on the satisfaction of certain financial performance objectives. On March 10, 2019, the Company determined that, based on the Company's performance over the applicable performance period, 307,765 options would vest.

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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