

JHA SANJAY K
Form 4
May 24, 2012

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 *
JHA SANJAY K

2. Issuer Name and Ticker or Trading Symbol
Motorola Mobility Holdings, Inc [MMI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

MOTOROLA MOBILITY HOLDINGS, INC., 600 N. U.S. HIGHWAY 45

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LIBERTYVILLE, IL 60048

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Motorola Mobility Holdings, Inc. - Common Stock	05/22/2012		D		591,394	D	\$ 40 377,529
Motorola Mobility Holdings, Inc. -	05/22/2012		D		165,000	D	Ⓛ 212,529

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Common
Stock

Motorola
Mobility
Holdings,
Inc. -
Common
Stock

05/22/2012

D

212,529

D

(2) 0

D

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)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 35.37	05/22/2012		D	833,046	<u>(3)</u> 08/04/2018	Common Stock
Employee Stock Option (Right to Buy)	\$ 35.37	05/22/2012		D	2,002,427	<u>(4)</u> 08/04/2018	Common Stock
Employee Stock Option (Right to Buy)	\$ 35.37	05/22/2012		D	1,772,626	<u>(5)</u> 08/04/2018	Common Stock
Employee Stock Option (Right to Buy)	\$ 24.75	05/22/2012		D	647,804	<u>(6)</u> 05/05/2020	Common Stock
	\$ 29.59	05/22/2012		D	956,376	01/28/2012 <u>(7)</u> 05/05/2020	

Employee Stock Option (Right to Buy)								Common Stock
Employee Stock Option (Right to Buy)	\$ 29.59	05/22/2012	D	1,912,755	(8)	01/28/2021		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JHA SANJAY K MOTOROLA MOBILITY HOLDINGS, INC. 600 N. U.S. HIGHWAY 45 LIBERTYVILLE, IL 60048	X		Chairman & CEO	

Signatures

Jennifer M. Lagunas on behalf of Sanjay K. Jha, Chairman and Chief Executive Officer
(Power of Attorney on File) 05/24/2012

**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) Restricted stock units converted pursuant to the merger agreement between the issuer and Google Inc. into restricted stock units with respect to 10,723 shares of Google Inc. Class A shares.
 - (2) Shares of restricted stock converted pursuant to the merger agreement between the issuer and Google Inc. into 13,811 restricted shares of Google Inc. Class A common stock.

This stock option, which vested in three equal annual installments beginning on July 31, 2009, was cancelled in the merger in exchange for a cash payment of \$3,857,002.98 representing the difference between the exercise price of the option and the \$40.00 merger consideration (\$4.63 per share).
 - (3) This stock option, which vested in three equal annual installments beginning on July 31, 2009, was cancelled in the merger in exchange for a cash payment of \$9,271,237.01 representing the difference between the exercise price of the option and the \$40.00 merger consideration (\$4.63 per share).
 - (4) This stock option, which vested in three equal annual installments beginning on July 31, 2009, was cancelled in the merger in exchange for a cash payment of \$8,207,258.38 representing the difference between the exercise price of the option and the \$40.00 merger consideration (\$4.63 per share).
 - (5) This stock option, which vests in three equal annual installments beginning on May 5, 2011, was cancelled in the merger in exchange for a cash payment of \$9,879,011.00 representing the difference between the exercise price of the option and the \$40.00 merger consideration (\$15.25 per share).
 - (6) This stock option which was fully vested on January 28 2012 was cancelled in the merger in exchange for a cash payment of \$9,955,874.16 representing the difference between the exercise price of the option and the \$40.00 merger consideration (\$10.41 per share). This stock option and the following stock option with an exercise price of \$29.59 per share, were previously reported in the aggregate as a stock option which vested on the later of (a) the date on which the average closing price of the issuer's common stock over

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the 15 day trading period is 10% greater than the average closing price of the issuer's common stock over the 15 day trading period immediately following the distribution on January 4, 2011 (this was met on 9-2-11) and (b) in three equal annual installments beginning on January 28, 2012.

- This stock option which provided for vesting in two equal annual installments beginning on January 28, 2013 was converted by Google Inc. in the merger into an option to purchase 124,302 shares of Google Inc. Class A common stock at a stock option exercise price of \$455.33 per share. This stock option and the preceding stock option with an exercise price of \$29.59 per share, were previously reported
- (8) in the aggregate as a stock option which vested on the later of (a) the date on which the average closing price of the issuer's common stock over the 15 day trading period is 10% greater than the average closing price of the issuer's common stock over the 15 day trading period immediately following the distribution on January 4, 2011 (this was met on 9-2-11) and (b) in three equal annual installments beginning on January 28, 2012.

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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