

MOTOROLA INC
Form 4
July 25, 2005

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 *
NEMCEK ADRIAN R

(Last) (First) (Middle)

1475 WEST SHURE DRIVE

(Street)

ARLINGTON HEIGHTS, IL 60004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MOTOROLA INC [MOT]

3. Date of Earliest Transaction
(Month/Day/Year)
07/22/2005

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, Pres., Networks

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Motorola, Inc. - Common Stock	07/22/2005		M		209,550 (1)	A	\$ 12.9205 (1)
							296,929.9816 (2)
Motorola, Inc. - Common Stock	07/22/2005		M		11,391	A	\$ 7.2745
							308,320.9816 (2)
Motorola, Inc. - Common Stock	07/22/2005		M		16,059 (3)	A	\$ 17.3915 (3)
							324,379.9816 (2)

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Motorola, Inc. - Common Stock 07/22/2005 S 237,000 D \$ 20 87,379.9816 D

Motorola, Inc. - Common Stock 3,677 I Shares held in the Motorola Stock Fund of the Motorola 401(k) Plan

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

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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)	Amount of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Employee Stock Option (Right to Buy)	\$ 12.9205 ₍₁₎	07/22/2005		M	209,550 ₍₁₎	05/07/2003 ⁽⁴⁾ 05/07/2012	Common Stock	209,550	
Employee Stock Option (Right to Buy)	\$ 7.2745	07/22/2005		M	11,391	05/06/2004 ⁽⁵⁾ 05/06/2013	Common Stock	11,391	
Employee Stock Option (Right to Buy)	\$ 17.3915 ₍₃₎	07/22/2005		M	16,059 ₍₃₎	12/20/1996 12/20/2005	Common Stock	16,059	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEMCEK ADRIAN R 1475 WEST SHURE DRIVE ARLINGTON HEIGHTS, IL 60004			Exec. VP, Pres., Networks	

Signatures

Carol Forsyte on behalf of Adrian R. Nemcek, Executive Vice President, President,
Networks, Motorola, Inc. (Power of Attorney on File)

07/25/2005

__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).

- 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 an aggregate of 250,000 shares at an exercise price per share of \$14.44 .
 - (2) Includes shares acquired under the Motorola Employee Stock Purchase Plan.
- The number of shares subject to the option and the exercise price per share have been adjusted to reflect the distribution by Motorola, Inc.
- (3) on December 2, 2004 of shares of Freescale Semiconductor, Inc. This option was previously reported as covering an aggregate of 19,500 shares at an exercise price of \$19.44 per share.
 - (4) This option vests as follows: 69,850 shares on May 7, 2003; 69,850 shares on May 7, 2004; 69,850 shares on May 7, 2005 and 69,850 shares on May 7, 2006.
 - (5) This option vests as follows: 111,760 shares on May 6, 2004; 111,760 shares on May 6, 2005; 111,760 shares on May 6, 2006 and 111,760 shares on May 6, 2007.

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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