

NEMCEK ADRIAN R
Form 4
July 29, 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)
07/28/2005

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)
Exec. VP, Pres., Networks

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 Ownership: Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Motorola, Inc. - Common Stock	07/28/2005		M		100,369	A	\$ 7.2745	187,748.9816 (1)	D
Motorola, Inc. - Common Stock	07/28/2005		M		5,733	A	\$ 17.3915	193,481.9816 (1)	D
Motorola, Inc. - Common Stock	07/28/2005		S		106,102	D	\$ 21	87,379.9816 (1)	D

Motorola, Inc. - Common Stock	3,677	I	Shares held in the Motorola Stock Fund of the Motorola 401(k) Plan
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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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 7.2745	07/28/2005		M	100,369	05/06/2004 ⁽²⁾	05/06/2013	Common Stock	100
Employee Stock Option (Right to Buy)	\$ 17.3915	07/28/2005		M	5,733	12/20/1996	12/20/2005	Common Stock	5,

Reporting Owners

Reporting Owner Name / Address	Relationships
NEMCEK ADRIAN R 1475 WEST SHURE DRIVE ARLINGTON HEIGHTS, IL 60004	Director 10% Owner Officer 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)

07/29/2005

__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).
- (1) Includes shares acquired under the Motorola Employee Stock Purchase Plan.
- (2) 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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