

MOTOROLA INC
Form 4/A
February 08, 2005

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 *
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)
02/04/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
02/07/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP and 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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount (A) or (D) Price					
Motorola, Inc. - Common Stock	02/04/2005		M		75,960 (1)	A	\$ 7.2745 (1)	163,339.9816 (2)	D	
Motorola, Inc. - Common Stock	02/07/2005		M		35,800 (1)	A	\$ 7.2745 (1)	123,179.9816 (2)	D	

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 or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.2745 (1)	02/04/2005		M	75,960 (1)	05/06/2004 ⁽³⁾ 05/06/2013	Common Stock	75,960 (1)
Employee Stock Option (Right to Buy)	\$ 7.2745 (1)	02/07/2005		M	35,800 (1)	05/06/2004 ⁽³⁾ 05/06/2013	Common Stock	35,800 (1)

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 and Pres., Networks	

Signatures

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

02/08/2005

__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) The number of shares subject to the option and the exercise price per share have been adjusted to reflect the distribution by Motorola, Inc. on December 2, 2004 of shares of Freescale Semiconductor, Inc. This option was previously reported as covering an aggregate of 400,000 shares at an exercise price per share of \$8.13. This amendment shows the class of options that was actually exercised and corrects a February 7, 2005 filing.

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- (2) Includes shares acquired under the Motorola Employee Stock Purchase Plan.
- (3) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.