

WARRIOR PADMASREE
Form 4
March 01, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
WARRIOR PADMASREE

(Last) (First) (Middle)
1303 EAST ALGONQUIN ROAD
(Street)

SCHAUMBURG, IL 60196

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2005

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)
Sr. VP and Chief Tech. Officer

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	02/28/2005		M		55,880 (1)	A	\$ 7.2745 (1)	59,646.2104 (2)	D	
Motorola, Inc. - Common Stock	02/28/2005		M		16,764 (3)	A	\$ 8.9298 (3)	76,410.2104 (2)	D	
Motorola, Inc. - Common Stock	02/28/2005		S		46,100	D	\$ 15.67	30,310.2104 (2)	D	

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Motorola, Inc. - Common Stock	02/28/2005	S	3,800	D	\$ 15.68	26,510.2104 (2)	D
Motorola, Inc. - Common Stock	02/28/2005	S	15,400	D	\$ 15.7	11,110.2104 (2)	D
Motorola, Inc. - Common Stock	02/28/2005	S	7,344	D	\$ 15.71	3,766.2104 (2)	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	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.2745 (1)	02/28/2005		M	55,880 (1)	05/06/2004(4)	05/06/2013	Common Stock	55,880 (1)
Employee Stock Option (Right to Buy)	\$ 8.9298 (3)	02/28/2005		M	16,764 (3)	11/05/2003(5)	11/05/2012	Common Stock	16,764 (3)

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

WARRIOR PADMASREE
1303 EAST ALGONQUIN ROAD
SCHAUMBURG, IL 60196

Sr. VP and Chief Tech. Officer

Signatures

Carol Forsyte on behalf of Padmasree Warrior, Senior Vice President and Chief Technology Officer, Motorola, Inc. (Power of Attorney on File)

03/01/2005

__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 200,000 shares at the time of grant at an option exercise price per share of \$8.13.

(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 75,000 shares at the time of grant at an option exercise price per share of \$9.98.

(4) This option vests as follows: 55,880 shares on 5/6/04; 55,880 shares on 5/6/05; 55,880 shares on 5/6/06 and 55,880 shares on 5/6/07.

(5) This option vests as follows: 8,382 on 11/5/03; 16,764 on 11/5/04; 25,146 on 11/5/05 and 33,528 on 11/5/06.

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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