MOTOROLA INC
Form 4
July 25, 2005

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Garriques Ronald

(Last) (First) (Middle)

600 NORTH U.S. HIGHWAY 45

(Street)

LIBERTYVILLE, IL 60048

(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)
EVP, Pres, Mobile Devices

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Motorola, Inc. - Common Stock	07/22/2005		M		14,528 (1)	A	$ 12.8937 (1)	144,406.1856 (2)	D	
Motorola, Inc. -Common Stock	07/22/2005		M		20,955 (3)	A	$ 12.9205 (3)	165,361.1856 (2)	D	
Motorola, Inc. - Common Stock	07/22/2005		M		40,513 (4)	A	$ 7.2745 (4)	205,874.1856 (2)	D	

Motorola, Inc. - Common Stock	07/22/2005		S	75,996	D	$ 19.5	129,878.1856 (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 Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy)	$ 12.8937 (1)	07/22/2005		M			14,528 (1)	03/16/2005	03/16/2011	Common Stock	14,5 (1)
Employee Stock Option (Right to Buy)	$ 12.9205 (3)	07/22/2005		M			20,955 (3)	05/07/2005(5)	05/07/2012	Common Stock	20,9 (3)
Employee Stock Option (Right to Buy)	$ 7.2745 (4)	07/22/2005		M			40,513 (4)	05/06/2005(6)	05/06/2013	Common Stock	40,5 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Garriques Ronald 600 NORTH U.S. HIGHWAY 45			EVP, Pres, Mobile	

LIBERTYVILLE, IL 60048 Devices

Signatures

Carol Forsyte, on behalf of Ronald Garriques, Executive Vice President, President, Mobile Devices, 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).

(1) The number of shares subject to this 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 13,000 shares at an exercise price per share of $14.41.

(2) Includes restricted stock units received pursuant to dividend equivalent rights which were credited to the reporting person when and as dividends were paid on Motorola common stock.

(3) The number of shares subject to this 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 37,500 shares at an exercise price per share of $14.44.

(4) The number of shares subject to this 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 108,750 shares at an exercise price per share of $8.13.

(5) This option vests as follows: 20,955 shares on May 7, 2005 and 20,955 shares on May 7, 2006.

(6) This option vests as follows: 40,513 shares on May 6, 2005, 40,513 shares on May 6, 2006 and 40,513 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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