

DELANEY EUGENE A
Form 4
November 01, 2007

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 *
DELANEY EUGENE A

(Last) (First) (Middle)
1303 E. 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)
10/30/2007

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, Gov't & Pub Saf, EMS

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 | 10/30/2007 | | M | | 83,820 | A | \$ 11.99 |
| | | | | | 142,203.3355 | D | (1) (2) |
| Motorola, Inc. - Common Stock | 10/30/2007 | | M | | 195,280 | A | \$ 7.2745 |
| | | | | | 337,483.3355 | D | (1) (2) |
| Motorola, Inc. - Common Stock | 10/30/2007 | | S | | 11,800 | D | \$ 18.75 |
| | | | | | 325,683.3355 | D | (1) (2) |

Edgar Filing: DELANEY EUGENE A - Form 4

| | | | | | | | |
|--|------------|---|--------|---|--------------|--------------------------------|---|
| Motorola, Inc. - Common Stock | 10/30/2007 | S | 1,100 | D | \$ 18.755 | 324,583.3355 <u>(1) (2)</u> | D |
| Motorola, Inc. - Common Stock | 10/30/2007 | S | 14,905 | D | \$ 18.76 | 309,678.3355 <u>(1) (2)</u> | D |
| Motorola, Inc. - Common Stock | 10/30/2007 | S | 2,700 | D | \$ 18.765 | 306,978.3355 <u>(1) (2)</u> | D |
| Motorola, Inc. - Common Stock | 10/30/2007 | S | 31,195 | D | \$ 18.77 | 275,783.3355 <u>(1) (2)</u> | D |
| Motorola, Inc. - Common Stock | 10/30/2007 | S | 3,300 | D | \$ 18.775 | 272,483.3355 <u>(1) (2)</u> | D |
| Motorola, Inc. - Common Stock | 10/30/2007 | S | 11,400 | D | \$ 18.78 | 261,083.3355 <u>(1) (2)</u> | D |
| Motorola, Inc. - Common Stock | 10/30/2007 | S | 100 | D | \$ 18.785 | 260,983.3355 <u>(1) (2)</u> | D |
| Motorola, Inc. - Common Stock | 10/30/2007 | S | 23,100 | D | \$ 18.79 | 237,883.3355 <u>(1) (2)</u> | D |
| Motorola, Inc. - Common Stock | 10/30/2007 | S | 4,200 | D | \$ 18.8 | 233,683.3355 <u>(1) (2)</u> | D |
| Motorola, Inc. - Common Stock | 10/30/2007 | S | 14,203 | D | \$ 18.81 | 219,480.3355 <u>(1) (2)</u> | D |
| Motorola, Inc. - Common Stock | 10/30/2007 | S | 997 | D | \$ 18.82 | 218,483.3355 <u>(1) (2)</u> | D |
| | 10/30/2007 | S | 8,900 | D | \$ 18.85 | | D |

Edgar Filing: DELANEY EUGENE A - Form 4

| | | | | | | | | |
|--|------------|---|--------|---|----------|--------------------------------|---|-------------------|
| Motorola, Inc. - Common Stock | | | | | | 209,583.3355 <u>(1) (2)</u> | | |
| Motorola, Inc. - Common Stock | 10/30/2007 | S | 5,200 | D | \$ 18.86 | 204,383.3355 <u>(1) (2)</u> | D | |
| Motorola, Inc. - Common Stock | 10/30/2007 | S | 16,400 | D | \$ 18.87 | 187,983.3355 <u>(1) (2)</u> | D | |
| Motorola, Inc. - Common Stock | 10/30/2007 | S | 56,000 | D | \$ 18.9 | 131,983.3355 <u>(1) (2)</u> | D | |
| Motorola, Inc. - Common Stock | 10/30/2007 | S | 10,400 | D | \$ 18.91 | 121,583.3355 <u>(1) (2)</u> | D | |
| Motorola, Inc. - Common Stock | 10/30/2007 | S | 4,500 | D | \$ 18.94 | 117,083.3355 <u>(1) (2)</u> | D | |
| Motorola, Inc. - Common Stock | 10/30/2007 | S | 40,400 | D | \$ 18.95 | 76,683.3355 <u>(1) (2)</u> | D | |
| Motorola, Inc. - Common Stock | 10/30/2007 | S | 6,300 | D | \$ 19 | 70,383.3355 <u>(1) (2)</u> | D | |
| Motorola, Inc. - Common Stock | 10/30/2007 | S | 12,000 | D | \$ 19.01 | 58,383.3355 <u>(1) (2)</u> | D | |
| Motorola, Inc. - Common Stock | | | | | | 5,507.33 | I | Profit Sharing |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Edgar Filing: DELANEY EUGENE A - Form 4

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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 11.99 | 10/30/2007 | | M | 83,820 | <u>(3)</u> 02/14/2012 | Motorola, Inc. Common Stock | 83,820 | |
| Employee Stock Option (Right to Buy) | \$ 7.2745 | 10/30/2007 | | M | 195,280 | <u>(4)</u> 05/06/2013 | Motorola, Inc. Common Stock | 195,280 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DELANEY EUGENE A 1303 E. ALGONQUIN ROAD SCHAUMBURG, IL 60196 | | | Sr VP, Gov't & Pub Saf, EMS | |

Signatures

Carol Forsyte on behalf of Eugene A. Delaney, Senior Vice President, Government & Public Safety, Enterprise Mobility Solutions (Power of Attorney on File)

11/01/2007

__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 through the reinvestment of dividends under the Mellon Investor Services Program.

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

(3) This option vested in four equal annual installments of 20,955 each beginning on February 14, 2003.

(4) This option vested in four equal annual installments of 83,820 each beginning on May 6, 2004.

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.