

Motorola Solutions, Inc.  
Form 4  
May 08, 2014

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SINGER BRADLEY E**

(Last) (First) (Middle)

435 PACIFIC AVE, 4TH FLOOR,

(Street)

SAN FRANCISCO, CA 94133

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Motorola Solutions, Inc. [MSI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/06/2014

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)

See Remarks

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 05/06/2014                              |                                                             | A                                    | (A)<br>or<br>(D)<br>2,109<br>(1)                                           | \$ 0                                                                                                               | 6,044.4799 (2) D (3) (4)                                             |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 28,907,623                                                                                                         | I                                                                    | See<br>footnotes<br>(4) (5)                                       |

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  
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SEC 1474  
(9-02)

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                   | Relationships |           |         |             |
|--------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------------|
|                                                                                                  | Director      | 10% Owner | Officer | Other       |
| SINGER BRADLEY E<br>435 PACIFIC AVE, 4TH FLOOR<br>SAN FRANCISCO, CA 94133                        | X             | X         |         | See Remarks |
| ValueAct Holdings, L.P.<br>435 PACIFIC AVENUE, 4TH FLOOR<br>SAN FRANCISCO, CA 94133              | X             | X         |         | See Remarks |
| ValueAct Capital Master Fund, L.P.<br>435 PACIFIC AVENUE<br>4TH FLOOR<br>SAN FRANCISCO, CA 94133 | X             | X         |         | See Remarks |
| VA Partners I, LLC<br>435 PACIFIC AVENUE, 4TH FLOOR<br>SAN FRANCISCO, CA 94133                   | X             | X         |         | See Remarks |
| ValueAct Capital Management, L.P.<br>435 PACIFIC AVENUE, 4TH FLOOR<br>SAN FRANCISCO, CA 94133    | X             | X         |         | See Remarks |
| ValueAct Capital Management, LLC<br>435 PACIFIC AVENUE, 4TH FLOOR<br>SAN FRANCISCO, CA 94133     | X             | X         |         | See Remarks |
| ValueAct Holdings GP, LLC<br>435 PACIFIC AVENUE, 4TH FLOOR<br>SAN FRANCISCO, CA 94133            | X             | X         |         | See Remarks |

## Signatures

|                                                                                             |            |
|---------------------------------------------------------------------------------------------|------------|
| By:/s/ Bradley E. Singer                                                                    | 05/08/2014 |
| __Signature of Reporting Person                                                             | Date       |
| VALUEACT HOLDINGS, L.P. By: VALUEACT HOLDINGS GP, LLC, its General Partner                  | 05/08/2014 |
| By:/s/ George F. Hamel. Jr.                                                                 |            |
| __Signature of Reporting Person                                                             | Date       |
| VALUEACT CAPITAL MASTER FUND, L.P. By: VA PARTNERS I, LLC, its General Partner              | 05/08/2014 |
| By:/s/ George F. Hamel. Jr.                                                                 |            |
| __Signature of Reporting Person                                                             | Date       |
| VA PARTNERS I, LLC By:/s/ George F. Hamel. Jr.                                              | 05/08/2014 |
| __Signature of Reporting Person                                                             | Date       |
| VALUEACT CAPITAL MANAGEMENT, L.P. By: VALUEACT CAPITAL MANAGEMENT, LLC, its General Partner | 05/08/2014 |
| By:/s/ George F. Hamel. Jr.                                                                 |            |
| __Signature of Reporting Person                                                             | Date       |
| VALUEACT CAPITAL MANAGEMENT, LLC By:/s/ George F. Hamel. Jr.                                | 05/08/2014 |
| __Signature of Reporting Person                                                             | Date       |
| VALUEACT HOLDINGS GP, LLC By:/s/ George F. Hamel. Jr.                                       | 05/08/2014 |
| __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) Deferred Stock Unit award to Bradley E. Singer subject to deferred distribution after termination of service as a director of Issuer, an exempt transaction pursuant to Rule 16b-3(d) under the Securities and Exchange Act of 1934, as amended.
- (2) Includes Deferred Stock Units received pursuant to dividend equivalent rights which were credited to the reporting person when and as dividends were paid on Motorola Solutions, Inc. common stock.  
Under an agreement with ValueAct Capital, Bradley E. Singer is deemed to hold the common stock for the benefit of ValueAct Capital Master Fund, L.P. and indirectly for (i) VA Partners I, LLC as General Partner of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P., (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the sole owner of the limited partnership interests of ValueAct Capital Management, L.P. and the membership interests of ValueAct Capital Management, LLC and as the majority owner of the membership interests of VA Partners I, LLC and (v) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P.
- (3) Each reporting person listed herein disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.  
The securities reported herein are directly beneficially owned by ValueAct Capital Master Fund, L.P. and may be deemed to be indirectly beneficially owned by (i) VA Partners I, LLC as General Partner of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P., (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the sole owner of the limited partnership interests of ValueAct Capital Management, L.P. and the membership interests of ValueAct Capital Management, LLC and as the majority owner of the membership interests of VA Partners I, LLC and (v) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P. Bradley E. Singer is a member of the management board of ValueAct Holdings GP, LLC.
- (4) The securities reported herein are directly beneficially owned by ValueAct Capital Master Fund, L.P. and may be deemed to be indirectly beneficially owned by (i) VA Partners I, LLC as General Partner of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P., (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the sole owner of the limited partnership interests of ValueAct Capital Management, L.P. and the membership interests of ValueAct Capital Management, LLC and as the majority owner of the membership interests of VA Partners I, LLC and (v) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P. Bradley E. Singer is a member of the management board of ValueAct Holdings GP, LLC.
- (5) The securities reported herein are directly beneficially owned by ValueAct Capital Master Fund, L.P. and may be deemed to be indirectly beneficially owned by (i) VA Partners I, LLC as General Partner of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P., (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the sole owner of the limited partnership interests of ValueAct Capital Management, L.P. and the membership interests of ValueAct Capital Management, LLC and as the majority owner of the membership interests of VA Partners I, LLC and (v) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P. Bradley E. Singer is a member of the management board of ValueAct Holdings GP, LLC.

### Remarks:

Explanation of Responses:

-The reporting persons herein may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934.

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any securities deemed to be owned by the group that are not directly owned by such reporting person. This report shall not be the beneficial owner of any securities not directly owned by such reporting person.

- Bradley E. Singer, a member of the management board of ValueAct Holdings GP, LLC, serves on the board of directors of t

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.