

OGLE WILLIAM C.  
Form 4  
September 01, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
OGLE WILLIAM C.

2. Issuer Name and Ticker or Trading Symbol  
Motorola Mobility Holdings, Inc [MMI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
08/31/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, Chief Marketing Officer

MOTOROLA MOBILITY HOLDINGS, INC., 600 N. U.S. HIGHWAY 45

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

LIBERTYVILLE, IL 60048

(City) (State) (Zip)

**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 Mobility Holdings, Inc. - Common Stock	08/31/2011		M		48,594	A	\$ 26.11	85,317	D	
Motorola Mobility Holdings, Inc. -	08/31/2011		M		1,301	A	\$ 24.75	86,618	D	

Common  
Stock

Motorola  
Mobility  
Holdings,  
Inc. -  
Common  
Stock

08/31/2011	S	49,895	D	\$ 37,7795 <u>(1)</u>	36,723	D
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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)

**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 or Number of Shares
Employee Stock Option (right to buy)	\$ 26.11	08/31/2011		M	48,594	<u>(2)</u> 08/03/2019	Motorola Mobility Holdings, Inc. 48,594
Employee Stock Option (right to buy)	\$ 24.75	08/31/2011		M	1,301	<u>(3)</u> 05/05/2020	Motorola Mobility Holdings, Inc. 1,301

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

OGLE WILLIAM C.  
MOTOROLA MOBILITY HOLDINGS, INC.  
600 N. U.S. HIGHWAY 45

SVP, Chief Marketing Officer

LIBERTYVILLE, IL 60048

## Signatures

Jennifer M. Lagunas on behalf of William C. Ogle, Senior Vice President, Chief Marketing Officer (Power of Attorney on File)

09/01/2011

\_\_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).  
\$37.779 is the weighted average sale price. Prices for this transaction ranged from \$37.76 to \$37.78. The reporting person undertakes to
  - (1) provide upon request by the staff of the Securities and Exchange Commission, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - (2) This stock option, representing a right to purchase a total of 97,188 shares, is exercisable in four equal annual installments beginning on August 3, 2010.
  - (3) This stock option, representing a right to purchase a total of 3,905 shares, is exercisable in three equal annual installments beginning on May 5, 2011.

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.