

MOTOROLA INC
Form 4
July 28, 2006

FORM 4

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

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).

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 *
MOLONEY DANIEL M

(Last) (First) (Middle)

101 TOURNAMENT DRIVE

(Street)

HORSHAM, PA 19044

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2006

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)

EVP, Pres, Connected Home Solu

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Motorola, Inc. - Common Stock	07/27/2006		M		75,000	A	\$ 11.99
					208,311.9558	D	(1) (2)
Motorola, Inc. - Common Stock	07/27/2006		S		11,600	D	\$ 22.12
					196,711.9558	D	(1) (2)
Motorola, Inc. - Common Stock	07/27/2006		S		43,400	D	\$ 22.1
					153,311.9558	D	(1) (2)

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Motorola, Inc. - Common Stock
 07/27/2006 S 3,900 D \$ 22.09 149,411.9558 (1) (2) D

Motorola, Inc. - Common Stock
 07/27/2006 S 16,100 D \$ 22.08 133,311.9558 (1) (2) D

Motorola, Inc. - Common Stock
 9,586 I
 Held in the Motorola Stock Fund of the Motorola 401(k) Plan

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)
Employee Stock Option (Right to Buy)	\$ 11.99	07/27/2006		M	75,000	02/14/2003 ⁽³⁾ 02/14/2012	Motorola, Inc. Common Stock 75,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MOLONEY DANIEL M
101 TOURNAMENT DRIVE
HORSHAM, PA 19044

EVP, Pres, Connected Home Solu

Signatures

Carol Forsyte on behalf of Daniel M. Moloney, Executive Vice President, President,
Connected Home Solutions, Motorola, Inc. (Power of Attorney on File)

07/28/2006

__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 under the Mellon Investor Services Program.
- (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 shares of Motorola common stock.
- (3) This option vests as follows: 11,176 shares on 2/14/03; 22,352 shares on 2/14/04; 33,528 shares on 2/14/05 and 44,704 shares on 2/14/06.

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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