

Motorola Solutions, Inc.
Form 4
August 18, 2014

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 *
Wozniak John K

(Last) (First) (Middle)

MOTOROLA SOLUTIONS,
INC., 1303 E. ALGONQUIN ROAD

(Street)

SCHAUMBURG, IL 60196

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/14/2014

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)
CVP and CAO

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 | (D) | Price |
| Motorola Solutions, Inc. - Common Stock | 08/14/2014 | | M | | 4,357 | A | \$ 26.13 |
| | | | | | | | 23,463.4948 (1) |
| Motorola Solutions, Inc. - Common Stock | 08/14/2014 | | M | | 12,380 | A | \$ 28.86 |
| | | | | | | | 35,843.4948 |
| Motorola Solutions, | 08/14/2014 | | S | | 16,737 | D | \$ 61.6158 |
| | | | | | | | 19,106.4948 |

Inc. -
Common
Stock

(2)

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

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(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) | \$ 26.13 <u>(3)</u> | 08/14/2014 | | M | 4,357 <u>(3)</u> | <u>(4)</u> 05/07/2019 | Motorola Solutions, Inc. - Common Stock 4,357 <u>(3)</u> |
| Employee Stock Option (Right to Buy) | \$ 28.86 <u>(5)</u> | 08/14/2014 | | M | 12,380 <u>(5)</u> | <u>(6)</u> 05/05/2020 | Motorola Solutions, Inc. - Common Stock 12,380 <u>(5)</u> |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wozniak John K
MOTOROLA SOLUTIONS, INC.
1303 E. ALGONQUIN ROAD
SCHAUMBURG, IL 60196

CVP and CAO

Signatures

Kristin L. Kruska, on behalf of John K. Wozniak, Corporate Vice President and Chief Accounting Officer (Power of Attorney on File)

08/18/2014

__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) Includes shares acquired through the reinvestment of dividends.

\$61.6158 is the weighted average sales price. Prices for this transaction ranged from \$61.58 to \$61.72. The Reporting Person undertakes

(2) to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

This option was originally reported as covering 22,500 shares in total at an exercise price of \$6.22 per share, but was adjusted to reflect

(3) the dividend of all the outstanding shares of Motorola Mobility Holdings, Inc. to shareholders and the 1-for-7 reverse stock split that occurred on January 4, 2011.

(4) These options vested in four equal annual installments beginning on May 7, 2010.

This option was originally reported as covering 52,000 shares in total at an exercise price of \$6.87 per share, but was adjusted to reflect

(5) the dividend of all the outstanding shares of Motorola Mobility Holdings, Inc. to shareholders and the 1-for-7 reverse stock split that occurred on January 4, 2011.

(6) These options vested 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.

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