

Motorola Mobility Holdings, Inc  
 Form 4  
 August 22, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Crum Scott A

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)  
 08/19/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, Chief People 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Motorola Mobility Holdings, Inc. - Common Stock	08/19/2011		M		12,958	A	\$ 27.45
Motorola Mobility Holdings, Inc.	08/19/2011		S		12,958	D	\$ 77,300
							37.8701
							(1)

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Common  
Stock

Motorola  
Mobility  
Holdings,  
Inc.  
Common  
Stock

08/22/2011 S 13,324 D \$ 37,956 63,976 D  
(2)

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 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)	\$ 27.45	08/19/2011		M	12,958	<u>(3)</u> 08/02/2020	Motorola Mobility Holdings, Inc. Common Stock 12,958

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Crum Scott A  
MOTOROLA MOBILITY HOLDINGS, INC.  
600 N. U.S. HIGHWAY 45  
LIBERTYVILLE, IL 60048

SVP, Chief People Officer

## Signatures

Jennifer M. Lagunas on behalf of Scott A. Crum, Senior Vice President, Chief People Officer  
(Power of Attorney on File)

08/22/2011

\_\_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).

\$37.8701 is the weighted average sales price. Prices for this transaction ranged from \$37.86 to \$37.90. 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.

\$37.9564 is the weighted average sales price. Prices for this transaction ranged from \$37.96 to \$37.965. The reporting person undertakes  
(2) to 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.

(3) This stock option representing a right to purchase a total of 25,917 shares is exercisable in three equal annual installments beginning on August 2, 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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