

DELANEY EUGENE A
Form 4
November 01, 2007

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 *
DELANEY EUGENE A

(Last) (First) (Middle)
1303 E. ALGONQUIN ROAD
(Street)

SCHAUMBURG, IL 60196

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/30/2007

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)
Sr VP, Gov't & Pub Saf, EMS

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	(A) or (D)	Price
Motorola, Inc. - Common Stock	10/30/2007		M		83,820	A	\$ 11.99
					142,203.3355	D	(1) (2)
Motorola, Inc. - Common Stock	10/30/2007		M		195,280	A	\$ 7.2745
					337,483.3355	D	(1) (2)
Motorola, Inc. - Common Stock	10/30/2007		S		11,800	D	\$ 18.75
					325,683.3355	D	(1) (2)

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Motorola, Inc. - Common Stock	10/30/2007	S	1,100	D	\$ 18.755	324,583.3355 <u>(1) (2)</u>	D
Motorola, Inc. - Common Stock	10/30/2007	S	14,905	D	\$ 18.76	309,678.3355 <u>(1) (2)</u>	D
Motorola, Inc. - Common Stock	10/30/2007	S	2,700	D	\$ 18.765	306,978.3355 <u>(1) (2)</u>	D
Motorola, Inc. - Common Stock	10/30/2007	S	31,195	D	\$ 18.77	275,783.3355 <u>(1) (2)</u>	D
Motorola, Inc. - Common Stock	10/30/2007	S	3,300	D	\$ 18.775	272,483.3355 <u>(1) (2)</u>	D
Motorola, Inc. - Common Stock	10/30/2007	S	11,400	D	\$ 18.78	261,083.3355 <u>(1) (2)</u>	D
Motorola, Inc. - Common Stock	10/30/2007	S	100	D	\$ 18.785	260,983.3355 <u>(1) (2)</u>	D
Motorola, Inc. - Common Stock	10/30/2007	S	23,100	D	\$ 18.79	237,883.3355 <u>(1) (2)</u>	D
Motorola, Inc. - Common Stock	10/30/2007	S	4,200	D	\$ 18.8	233,683.3355 <u>(1) (2)</u>	D
Motorola, Inc. - Common Stock	10/30/2007	S	14,203	D	\$ 18.81	219,480.3355 <u>(1) (2)</u>	D
Motorola, Inc. - Common Stock	10/30/2007	S	997	D	\$ 18.82	218,483.3355 <u>(1) (2)</u>	D
	10/30/2007	S	8,900	D	\$ 18.85		D

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Motorola, Inc. - Common Stock						209,583.3355 <u>(1) (2)</u>		
Motorola, Inc. - Common Stock	10/30/2007	S	5,200	D	\$ 18.86	204,383.3355 <u>(1) (2)</u>	D	
Motorola, Inc. - Common Stock	10/30/2007	S	16,400	D	\$ 18.87	187,983.3355 <u>(1) (2)</u>	D	
Motorola, Inc. - Common Stock	10/30/2007	S	56,000	D	\$ 18.9	131,983.3355 <u>(1) (2)</u>	D	
Motorola, Inc. - Common Stock	10/30/2007	S	10,400	D	\$ 18.91	121,583.3355 <u>(1) (2)</u>	D	
Motorola, Inc. - Common Stock	10/30/2007	S	4,500	D	\$ 18.94	117,083.3355 <u>(1) (2)</u>	D	
Motorola, Inc. - Common Stock	10/30/2007	S	40,400	D	\$ 18.95	76,683.3355 <u>(1) (2)</u>	D	
Motorola, Inc. - Common Stock	10/30/2007	S	6,300	D	\$ 19	70,383.3355 <u>(1) (2)</u>	D	
Motorola, Inc. - Common Stock	10/30/2007	S	12,000	D	\$ 19.01	58,383.3355 <u>(1) (2)</u>	D	
Motorola, Inc. - Common Stock						5,507.33	I	Profit Sharing

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

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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 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 Number Shares
Employee Stock Option (Right to Buy)	\$ 11.99	10/30/2007		M	83,820	⁽³⁾	02/14/2012	Motorola, Inc. Common Stock	83,820
Employee Stock Option (Right to Buy)	\$ 7.2745	10/30/2007		M	195,280	⁽⁴⁾	05/06/2013	Motorola, Inc. Common Stock	195,280

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DELANEY EUGENE A 1303 E. ALGONQUIN ROAD SCHAUMBURG, IL 60196			Sr VP, Gov't & Pub Saf, EMS	

Signatures

Carol Forsyte on behalf of Eugene A. Delaney, Senior Vice President, Government & Public Safety, Enterprise Mobility Solutions (Power of Attorney on File)

11/01/2007

__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 under the Mellon Investor Services Program.

(2) Includes shares acquired under the Motorola Employee Stock Purchase Plan.

(3) This option vested in four equal annual installments of 20,955 each beginning on February 14, 2003.

(4) This option vested in four equal annual installments of 83,820 each beginning on May 6, 2004.

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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