

Motorola Solutions, Inc.
Form 4
January 28, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN GREGORY Q

(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)
01/24/2013

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)

Chairman and CEO

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)
Motorola Solutions, Inc. - Common Stock	01/24/2013		M ⁽¹⁾	23,282 A	\$ 30.56	500,916.5146 (2)	D
Motorola Solutions, Inc. - Common Stock	01/24/2013		S ⁽¹⁾	23,282 D	\$ 58.9471 (3)	477,634.5146 (2)	D
Motorola Solutions,					81,000 ⁽⁴⁾	I	By Trust

Inc. -
Common
Stock

Motorola
Solutons,
Inc. -
Common
Stock

Motorola
Solutions,
Inc. -
Common
Stock

78,780 ⁽⁵⁾ I By Trust

2,220 I Held by
wife

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 purchase)	\$ 30.56 (6)	01/24/2013		M(1)		23,282 (6)		(7)	05/06/2013	Motorola Solutions, Inc. - Common Stock	23,282 (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN GREGORY Q MOTOROLA SOLUTIONS, INC. 1303 E. ALGONQUIN ROAD	X		Chairman and CEO	

SCHAUMBURG, IL 60196

Signatures

Kristin L. Kruska, on behalf of Gregory Q. Brown, Chairman and Chief Executive Officer
(Power of Attorney on File)

01/28/2013

__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) The exercise of options and sale of shares reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 25, 2012.
- (2) Includes shares acquired through the reinvestment of dividends and dividend equivalent rights credited to the reporting person when and as dividends were paid on Motorola Solutions, Inc. common stock.
- \$58.9471 is the weighted average sales price. Prices for this transaction ranged from \$58.54 to \$59.45. The Reporting Person undertakes
- (3) 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.
- (4) These shares are held in an irrevocable trust for the benefit of the reporting person's wife and children. The reporting person's wife is trustee of this trust.
- (5) These shares are held in an irrevocable trust for the benefit of the reporting person's children. The reporting person is trustee of this trust.
- This option was originally reported as covering 350,000 shares at an option exercise price per share of \$8.13, but as previously reported, was adjusted to reflect the distribution by Motorola, Inc. on December 2, 2004 of shares of Freescale Semiconductor, Inc. The number of
- (6) shares subject to this stock option and the exercise price per share has subsequently been adjusted to reflect the distribution by Motorola Solutions, Inc. of the shares of Motorola Mobility Holdings, Inc. and the 1-for-7 reverse stock split on January 4, 2011.
- (7) These options vested in four equal installments 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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