

MOLONEY DANIEL M
Form 4
October 24, 2006

FORM 4

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

OMB APPROVAL

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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)
10/20/2006

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Motorola, Inc. - Common Stock | 10/20/2006 | | M | | 40,000 A \$ 13.1979 | 173,508.9584 (1) (2) | D |
| Motorola, Inc. - Common Stock | 10/20/2006 | | M | | 61,468 A \$ 12.9205 | 234,976.9584 (1) (2) | D |
| Motorola, Inc. - Common Stock | 10/20/2006 | | S | | 3,000 D \$ 23.46 | 231,976.9584 (1) (2) | D |

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| | | | | | | | |
|-------------------------------|------------|---|--------|---|----------|---------------------------------------|---|
| Motorola, Inc. - Common Stock | 10/20/2006 | S | 4,668 | D | \$ 23.45 | <u>227,308.9584</u> <u>(1) (2)</u> | D |
| Motorola, Inc. - Common Stock | 10/20/2006 | S | 23,800 | D | \$ 23.43 | <u>203,508.9584</u> <u>(1) (2)</u> | D |
| Motorola, Inc. - Common Stock | 10/20/2006 | S | 20,000 | D | \$ 23.42 | <u>183,508.9584</u> <u>(1) (2)</u> | D |
| Motorola, Inc. - Common Stock | 10/20/2006 | S | 15,000 | D | \$ 23.41 | <u>168,508.9584</u> <u>(1) (2)</u> | D |
| Motorola, Inc. - Common Stock | 10/20/2006 | S | 35,000 | D | \$ 23.4 | <u>133,508.9584</u> <u>(1) (2)</u> | D |

| | | | | | | | | |
|-------------------------------|--|--|--|--|--|---------|---|---|
| Motorola, Inc. - Common Stock | | | | | | 9,573.3 | 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | \$ 13.1979 | 10/20/2006 | M | 40,000 | <u>(3)</u> | 06/07/2012 | Motorola, Inc. Common Stock | 40,000 |
| Employee Stock Option (Right to Buy) | \$ 12.9205 | 10/20/2006 | M | 61,468 | <u>(4)</u> | 05/07/2012 | Motorola, Inc. Common Stock | 61,468 |

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) 10/24/2006

__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 in four equal annual installments beginning on June 7, 2003.
- (4) This option vests in four equal annual installments beginning on May 7, 2003.

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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