

OFFER DAVID SCOTT  
Form 4  
November 01, 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 \*  
**OFFER DAVID SCOTT**

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)  
**600 N. U.S. HIGHWAY 45**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/31/2011**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**SVP, General Counsel**

**LIBERTYVILLE, IL 60048**

(City) (State) (Zip)

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

**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 Mobility Holdings, Inc. Common Stock | 10/31/2011                           |  | M                              |   | 775   | A  | \$ 26.2   |
| Motorola Mobility Holdings, Inc. Common Stock | 10/31/2011                           |  | M                              |   | 1,952   | A  | \$ 36.95  |
|   |                                      |  |                                |   | 48,887  | D  |   |
|   |                                      |  |                                |   | 50,839  | D  |   |

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|  |            |   |        |   |                      |            |   |
|--|------------|---|--------|---|----------------------|------------|---|
| Motorola<br>Mobility<br>Holdings,<br>Inc.<br>Common<br>Stock | 10/31/2011 | M | 17,355 | A | \$ 16.25             | 68,194     | D |
| Motorola<br>Mobility<br>Holdings,<br>Inc.<br>Common<br>Stock | 10/31/2011 | M | 6,560  | A | \$ 22.4              | 74,754     | D |
| Motorola<br>Mobility<br>Holdings,<br>Inc.<br>Common<br>Stock | 10/31/2011 | M | 7,153  | A | \$ 24.24             | 81,907     | D |
| Motorola<br>Mobility<br>Holdings,<br>Inc.<br>Common<br>Stock | 10/31/2011 | M | 2,655  | A | \$ 24.75             | 84,562     | D |
| Motorola<br>Mobility<br>Holdings,<br>Inc.<br>Common<br>Stock | 10/31/2011 | S | 36,450 | D | \$<br>38.9303<br>(1) | 48,112     | D |
| Motorola<br>Mobility<br>Holdings,<br>Inc.<br>Common<br>Stock | 10/31/2011 | S | 4,795  | D | \$<br>38.9273<br>(2) | 43,816 (3) | D |

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.**

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security<br>(Instr. 3)                           | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year) |     | (Instr. 3 and 4)    |                    |  |                                     |
|--|---|-------------------------|--------------------|--|------------------|-----|---------------------|--------------------|--|-------------------------------------|
|  |   |                         | Code               | V  | (A)              | (D) | Date<br>Exercisable | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 26.2   | 10/31/2011              | M                  |  | 775              |     | <u>(4)</u>          | 05/06/2013         | Motorola<br>Mobility<br>Holdings,<br>Inc.<br>Common<br>Stock | 775                                 |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 36.95  | 10/31/2011              | M                  |  | 1,952            |     | <u>(5)</u>          | 05/06/2018         | Motorola<br>Mobility<br>Holdings,<br>Inc.<br>Common<br>Stock | 1,952                               |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 16.25  | 10/31/2011              | M                  |  | 17,355           |     | <u>(6)</u>          | 01/21/2014         | Motorola<br>Mobility<br>Holdings,<br>Inc.<br>Common<br>Stock | 17,355                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 22.4   | 10/31/2011              | M                  |  | 6,560            |     | <u>(7)</u>          | 05/07/2019         | Motorola<br>Mobility<br>Holdings,<br>Inc.<br>Common<br>Stock | 6,560                               |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 24.24  | 10/31/2011              | M                  |  | 7,153            |     | <u>(8)</u>          | 06/12/2014         | Motorola<br>Mobility<br>Holdings,<br>Inc.<br>Common<br>Stock | 7,153                               |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 24.75  | 10/31/2011              | M                  |  | 2,655            |     | <u>(9)</u>          | 05/05/2015         | Motorola<br>Mobility<br>Holdings,<br>Inc.<br>Common<br>Stock | 2,655                               |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| OFFER DAVID SCOTT<br>600 N. U.S. HIGHWAY 45<br>LIBERTYVILLE, IL 60048 |               |           | SVP,<br>General<br>Counsel |       |

## Signatures

Jennifer M. Lagunas, on behalf of D. Scott Offer, Senior Vice President, General Counsel,  
Motorola Mobiltiy Holdings, Inc. (Power of Attorney on File)

11/01/2011

\_\_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).
  - \$ 38.9303 is the weighted average sales price. Prices for this transaction ranged from \$38.88 to \$38.95. The reporting person undertakes
    - (1) 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 sales price.
  - \$ 38.9273 is the weighted average sales price. Prices for this transaction ranged from \$38.88 to \$38.96. 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 sales price.
  - (3) Includes shares acquired under the Motorola Mobility Employee Stock Purchase Plan.
  - (4) This stock option was exercisable in four equal annual installments beginning on May 6, 2004.
  - (5) This stock option, representing a right to purchase a total of 2,603 shares, is exercisable in four equal annual installments beginning on May 6, 2009.
  - (6) This stock option was exercisable in two equal annual installments on January 21, 2010 and January 21, 2011.
  - (7) This stock option, representing a right to purchase a total of 13,120 shares, is exercisable in four equal annual installments beginning on May 7, 2010.
  - (8) This stock option was exercisable in two equal annual installments on June 12, 2010 and June 12, 2011.
  - (9) This stock option, representing a right to purchase a total of 7,966 shares, is exercisable 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.