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MOTOROLA INC
Form DFAN14A
April 26, 2007

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934 (Amendment No. ___)

Filed by the Registrant []

Filed by a Party other than the Registrant [x]

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to ss. 240.14a-12

Motorola, Inc.

(Name of Registrant as Specified In Its Charter)

Icahn Partners LP
Icahn Onshore LP
CCI Onshore Corp.
Icahn Partners Master Fund LP
Icahn Partners Master Fund II L.P.
Icahn Partners Master Fund III L.P.
Icahn Offshore LP
CCI Offshore Corp.
High River Limited Partnership
Hopper Investments LLC
Barberry Corp.
Carl C. Icahn

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rule 14a-6(i)(4) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was

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paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:
- 4) Date Filed:

Mr. Icahn has issued a press release today, a copy of which is filed herewith as Exhibit 1.

SECURITY HOLDERS ARE ADVISED TO READ THE DEFINITIVE PROXY STATEMENT, AS AMENDED, RELATED TO THE SOLICITATION OF PROXIES BY CARL C. ICAHN AND CERTAIN OF HIS AFFILIATES FROM THE STOCKHOLDERS OF MOTOROLA, INC. FOR USE AT ITS ANNUAL MEETING BECAUSE IT CONTAINS IMPORTANT INFORMATION, INCLUDING INFORMATION RELATING TO THE PARTICIPANTS IN SUCH PROXY SOLICITATION. THE AMENDED DEFINITIVE PROXY STATEMENT AND A FORM OF PROXY ARE AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov).

EXHIBIT 1

PROXY GOVERNANCE, INC. RECOMMENDS MOTOROLA (NYSE:MOT)
STOCKHOLDERS VOTE FOR CARL ICAHN ON THE GOLD PROXY CARD

New York, NY, April 26, 2007 - Carl C. Icahn today announced that PROXY Governance, Inc. (PGI) has recommended that stockholders of Motorola, Inc. vote their shares FOR the election of Mr. Icahn to the Motorola board of directors on the GOLD proxy card at Motorola's May 7, 2007 Annual Meeting of Stockholders. PGI, a respected provider of proxy voting analysis and advice to institutional investors, mutual fund management companies, and other fiduciaries, joins ISS in supporting MR. Icahn's candidacy.

Noting that "Icahn's record speaks for itself and we feel that his presence will act as a catalyst in making changes," PGI went on to state that "We believe Icahn can bring a different perspective to the board and has a keen sense on how to add value to both long-term and short-term shareholders." PGI added that "Icahn's willingness to tackle important governance matters only strengthens our opinion for an Icahn seat" and that "we feel he brings a set of skills and perspectives that will be additive to the board, based upon the nearly four decades that he has spent analyzing, owning and running companies."(1)

"I welcome the support of PROXY Governance, Inc." commented Mr. Icahn. "Along with the earlier endorsement by ISS, I believe it indicates the growing recognition by institutional investors that the status quo is no longer an alternative for Motorola. The costly misjudgments made by the company on the current board's watch are ample argument for the focused oversight and stricter accountability that significant stockholder representation on the board can provide." he continued. "I believe that PGI has clearly recognized that I am an

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owner of Motorola, that I am solely interested in what is best for the Company and its stockholders, and that I will act accordingly."

Stockholders who have previously voted Motorola's white proxy card can change their vote by voting the GOLD proxy by telephone, by Internet or by signing, dating and returning the GOLD card today. Anyone needing assistance in voting their shares may contact Mr. Icahn's proxy solicitor, Innisfree M&A Incorporated, toll-free at 877-825-8772.

CONTACT: Susan Gordon (212) 702-4309

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(1) Permission from the author has been neither sought nor obtained for the use of these quotations.