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MOTOROLA INC
Form DFAN14A
May 04, 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:

FOR IMMEDIATE RELEASE

Contact: Susan Gordon (212) 702-4309

CARL ICAHN PUBLISHES AN OPEN LETTER TO MOTOROLA STOCKHOLDERS

New York, NY, May 4, 2007 - Carl C. Icahn today wrote to fellow Motorola (NYSE: MOT) stockholders:

Carl C. Icahn
767 Fifth Avenue
Suite 4700
New York, NY 10153

May 4, 2007

Dear Fellow Stockholders:

Ask yourself what is the real reason Motorola management is devoting so much time and effort to deny a large stockholder a single board seat, when their time could be much better spent fixing their business at this critical juncture for the company. I am fearful the answer might be very troubling.

As I have previously pledged, if elected to the Motorola board, I will devote all of the time and energy required to contribute to stockholder value. And, as I've said before, I will resign from a sufficient number of boards to ensure compliance with ISS' policy on overboardedness. My \$1.2 billion investment is evidence of my commitment to Motorola and its future success -to suggest otherwise is ludicrous. MY INTEREST IN HAVING THINGS GO RIGHT AT MOTOROLA IS FULLY ALIGNED WITH YOURS.

If elected, I intend to remain a long-term stockholder of Motorola, as I have done at numerous companies on whose boards I have served over the last two and a half decades. If you believe as I do--that stockholders should have a seat on the boards of troubled companies such as Motorola, to ensure that managements are held accountable, please give me your support by voting the GOLD proxy card today. You can vote by telephone, by Internet or by signing, dating and returning the GOLD proxy card.

THANK YOU FOR YOUR SUPPORT,

Carl C. Icahn

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YOUR VOTE IS IMPORTANT!

Remember, you can vote your shares by telephone, or via the Internet. Please follow the easy instructions on the GOLD proxy card.

Please remember, only the latest-dated proxy counts. If you have previously signed and returned a White proxy card to Motorola, you have every right to change your vote. You may revoke any proxy card already sent to Motorola by using the GOLD proxy card to vote by telephone, by Internet or by signing, dating and returning the GOLD proxy card today.

IF YOU HAVE ANY QUESTIONS ABOUT VOTING
YOUR SHARES, PLEASE CALL THE FIRM
ASSISTING ME IN THE SOLICITATION OF
PROXIES,

INNISFREE M&A INCORPORATED
TOLL-FREE, AT (877) 825-8772.

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).