

LAWSON A PETER
Form 4
November 23, 2005

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 *
LAWSON A PETER

(Last) (First) (Middle)
1303 EAST ALGONQUIN ROAD
(Street)

SCHAUMBURG, IL 60196

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MOTOROLA INC [MOT]

3. Date of Earliest Transaction
(Month/Day/Year)
11/22/2005

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, Gen. Counsel & Secretary

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	11/22/2005		M		65,000	A	\$ 16.0582
							105,386.8612 (1)
Motorola, Inc. - Common Stock	11/22/2005		M		40,000	A	\$ 12.9205
							145,386.8612 (1)
Motorola, Inc. - Common Stock	11/22/2005		M		5,364	A	\$ 16.0493
							150,750.8612 (1)

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Motorola, Inc. - Common Stock	11/22/2005	S	89,000	D	\$ 23.8	<u>61,750.8612</u> ⁽¹⁾	D	
Motorola, Inc. - Common Stock	11/22/2005	S	2,000	D	\$ 23.84	<u>59,750.8612</u> ⁽¹⁾	D	
Motorola, Inc. - Common Stock	11/22/2005	S	23,000	D	\$ 23.85	<u>36,750.8612</u> ⁽¹⁾	D	
Motorola, Inc. - Common Stock						14,228	I	Held in Motorola Stock Fund of Motorola 401(k) Plan

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ <u>16.0493</u> ⁽²⁾	11/22/2005		M	5,364 ⁽²⁾	12/17/1997 12/17/2006	Motorola, Inc. Common Stock	5,364 ⁽²⁾
Employee Stock Option	\$ 16.0582	11/22/2005		M	65,000	11/05/1999 ⁽³⁾ 11/05/2008	Motorola, Inc. Common	65,000

(Right to Buy)									Stock
Employee Stock Option (Right to Buy)	\$ 12.9205	11/22/2005	M	40,000	05/07/2003 ⁽⁴⁾	05/07/2012			Motorola, Inc. Common Stock
									40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWSON A PETER 1303 EAST ALGONQUIN ROAD SCHAUMBURG, IL 60196			EVP, Gen. Counsel & Secretary	

Signatures

Carol Forsyte on behalf of A. Peter Lawson, Executive Vice President, General Counsel and Secretary, Motorola, Inc. (Power of Attorney on File) 11/23/2005

__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 Motorola Employee Stock Purchase Plan.
The number of shares subject to the option and the exercise price per share have been adjusted to reflect the 3-for-1 stock split by
- (2) Motorola, Inc. on June 1, 2000 and to reflect the distribution by Motorola, Inc. on December 2, 2004 of shares of Freescale Semiconductor, Inc. This option was previously reported as covering 18,000 shares at an exercise price per share of \$53.81.
- (3) This option vested as follows: 89,408 shares on 11/5/99; 89,408 shares on 11/5/00 and 89,408 shares on 11/5/01.
- (4) This option vests in four equal annual installments each of 76,835 shares 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. 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.