

WORLDGATE COMMUNICATIONS INC

Form SC 13G

February 11, 2005

OMB APPROVAL

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. _____)***

Worldgate Communications, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

98156L307

(CUSIP Number)

September 22, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Motorola, Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

1,054,716

Number of
Shares
Beneficially
Owned by Each
Reporting
Person
With:

6. Shared Voting Power

0

7. Sole Dispositive Power

1,054,716

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,054,716

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount In Row (9)

5.22%

12. Type of Reporting Person (See Instructions)

CO

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Item 1.

- (a) Name of Issuer: Worldgate Communications, Inc. (Worldgate)
- (b) Address of Issuer's Principal Executive Offices: 3190 Tremont Avenue
Trevose, PA 19053

Item 2.

- (a) Name of person filing: Motorola, Inc. (Motorola)
- (b) Address of principal business office, or, if none, residence: 1303 East Algonquin Road
Schaumburg, IL 60196
- (c) Citizenship: Delaware Corporation
- (d) Title of class of securities: Common Stock, par value \$.01 per share
- (e) CUSIP number: 98156L307

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 2(d).

- (a) Amount beneficially owned: 1,054,716 ¹
- (b) Percent of class: 5.22% ²

¹ Includes 600,000 shares of Common Stock of Worldgate that are subject to exercisable warrants.

² Calculated pursuant to Rule 13d-3(d).

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- (c) Number of shares as to which the person has:
- (i) sole power to vote or to direct the vote
1,054,716
 - (ii) shared power to vote or to direct the vote
0
 - (iii) sole power to dispose or to direct the disposition of
1,054,716
 - (iv) shared power to dispose or to direct the disposition of
0

Item 5. Ownership of five percent or less of a class:

Not Applicable

Item 6. Ownership of more than five percent on behalf of another person:

Not Applicable

Item 7. Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company:

Not Applicable

Item 8. Identification and classification of members of the group:

Not Applicable

Item 9. Notices of dissolution of group:

Not Applicable

Item 10. Certification:

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 9, 2005

MOTOROLA, INC.

By: /s/ Carol H. Forsyte

Name: Carol H. Forsyte

Title: Vice President, Corporate and
Securities, Law Department