

MOTOROLA INC
Form S-8
April 06, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM S-8

**Registration Statement Under
the Securities Act of 1933**

MOTOROLA, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

36-1115800
(I.R.S. Employer
Identification No.)

1303 East Algonquin Road
Schaumburg, Illinois 60196
(Address of Principal Executive Offices)

MOTOROLA, INC.

Management Deferred Compensation Plan, as amended
(Full Title of the Plan)

David W. Devonshire
Executive Vice President and
Chief Financial Officer
Motorola, Inc.
1303 East Algonquin Road.
Schaumburg, Illinois 60196
(Name and Address of Agent For Service)

Telephone number,
including area code,
of agent for service:
(847) 576-5000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered (1)	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Motorola MDCP Obligations	\$100,000,000	100%	\$100,000,000	\$11,770

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- (1) The Obligations under the Motorola Management Deferred Compensation Plan (the Plan) are unsecured debt obligations of Motorola, Inc. to pay deferred compensation in the future in accordance with the terms of the Plan.
 - (2) Estimated solely for the purpose of calculating the registration fee.
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PART I

The contents of Registration Statement No. 333-53120 are incorporated herein by reference.

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933 (the Securities Act) and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

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|-------|---|
| 5 | Opinion and consent of Carol Forsyte, Vice President Corporate and Securities, Motorola, Inc. |
| 23(a) | The Consent of Independent Registered Public Accounting Firm. |
| 23(b) | The Consent of Carol Forsyte, Vice President Corporate and Securities, Motorola, Inc. is included in Exhibit 5. |
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Schaumburg, State of Illinois, on the 6th day of April, 2005.

MOTOROLA, INC.

By: /s/ DAVID W. DEVONSHIRE
David W. Devonshire,
Executive Vice President and
Chief Financial Officer

POWER OF ATTORNEY

Each of the undersigned hereby constitutes and appoints Edward J. Zander, David W. Devonshire and Steven J. Strobel, and each of them, with full power of substitution and resubstitution, as attorneys for him or her and in his or her name, place and stead, and in any and all capacities, to execute and file any amendments, supplements or statements with respect to this Registration Statement, hereby giving and granting to said attorneys, and each of them, full power and authority to do and perform each and every act and thing whatsoever requisite and necessary to be done in and about the premises, as fully, to all intents and purposes, as he or she might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorney, or any of them, or their or his substitute or substitutes, may or shall lawfully do, or cause to be done, by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the 6th day of April, 2005.

Signature	Title
/s/ EDWARD J. ZANDER Edward J. Zander	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
/s/ DAVID W. DEVONSHIRE David W. Devonshire	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ STEVEN J. STROBEL Steven J. Strobel	Senior Vice President and Controller (Principal Accounting Officer)
/s/ H. LAURANCE FULLER H. Laurance Fuller	Director
/s/ JUDY C. LEWENT Judy C. Lewent	Director

/s/ DR. WALTER E. MASSEY Director
 Dr. Walter E. Massey

/s/ THOMAS J. MEREDITH Director
 Thomas J. Meredith

/s/ NICHOLAS NEGROPONTE Director
 Nicholas Negroponte

/s/ INDRA K. NOOYI Director
 Indra K. Nooyi

/s/ JOHN E. PEPPER, JR. Director
 John E. Pepper, Jr.

/s/ SAMUEL C. SCOTT III Director
 Samuel C. Scott III

/s/ RON SOMMER Director
 Ron Sommer

/s/ JAMES R. STENGEL Director
 James R. Stengel

/s/ DOUGLAS A. WARNER III Director
 Douglas A. Warner III

/s/ DR. JOHN A. WHITE Director
 Dr. John A. White

/s/ MIKE S. ZAFIROVSKI Director
 Mike S. Zafirovski

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5	Opinion and consent of Carol Forsyte, Vice President, Corporate and Securities, Motorola, Inc.
23(a)	The Consent of Independent Registered Public Accounting Firm.
23(b)	The Consent of Carol Forsyte, Vice President, Corporate and Securities, Motorola, Inc. is included in Exhibit 5.