Motorola Solutions, Inc.
Form DEF 14A
March 20, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant x   Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to §240.14a-12

Motorola Solutions, Inc.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

x No fee required.

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(1) Amount Previously Paid:

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(4) Date Filed:

Table of Contents

NOTICE OF 2014 ANNUAL MEETING OF STOCKHOLDERS AND PROXY STATEMENT

Table of Contents

ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 5, 2014

March 20, 2014

Dear Fellow Motorola Solutions Stockholders:

On behalf of the Motorola Solutions Board of Directors, it is my pleasure to invite you to attend our 2014 Annual Stockholders Meeting. This year s meeting will be held on Monday, May 5, 2014 at 5 p.m., EDT, at the Mandarin Oriental Hotel, 1330 Maryland Avenue SW, Washington, D.C. 20024.

As a Motorola Solutions stockholder, your vote is important. Even if you are planning to attend the annual meeting in person, you are strongly encouraged to vote your shares through one of the methods described in the enclosed proxy statement. The Board and I would appreciate your support on our recommendations for the following proposals:

- Election of the eight nominated directors;
- Advisory approval of the Company s executive compensation; and
- Ratification of KPMG LLP as our appointed, independent, registered public accounting firm.

Every day, Motorola Solutions employees are working to fulfill our brand promise we innovate to mobilize and connect people in the moments that matter. I take great personal pride in knowing that our solutions and services are in use around the world supporting a wide-variety of communities and industries such as:

- Helping a sales team track a customer s purchase from the warehouse shelves to the retail floor;
- Providing a police officer in the field with access to critical, seamless and secure real-time data; and
- Developing industry-specific products and solutions so workers in any situation from hospitals and hotels to mines and pipelines remain connected and productive.

Last year presented us with a number of challenges but I m pleased with the way we finished. In the fourth quarter, we delivered revenue growth in both our Government and Enterprise businesses, generated solid cash flow, grew our backlog to record levels and continued to return capital to shareholders.

On behalf of your Board of Directors, thank you for your continued confidence in Motorola Solutions. I look forward to your continued support.

Gregory Q. Brown

Chairman and CEO

Motorola Solutions, Inc.

Table of Contents

PRINCIPAL EXECUTIVE OFFICES:

1303 East Algonquin Road

Schaumburg, Illinois 60196

March 20, 2014

NOTICE OF 2014 ANNUAL MEETING OF STOCKHOLDERS

Annual Meeting Date: Monday, May 5, 2014

Time: 5:00 P.M., EDT

Location: Mandarin Oriental Hotel, 1330 Maryland Avenue SW, Washington, DC 20024

A live webcast (audio only) of the meeting will be available at www.motorolasolutions.com/investors.

The purpose of the meeting is to:

1. elect eight directors for a one-year term;
2. hold a stockholder advisory vote to approve the Company s executive compensation;
3. ratify the appointment of KPMG LLP as the Company s independent registered public accounting firm for 2014;
4. consider and vote upon the stockholder proposals described in the enclosed proxy statement, if properly presented at the meeting; and
5. act upon such other matters as may properly come before the meeting.

By order of the Board of Directors,

Michelle M. Warner

Secretary

Only Motorola Solutions stockholders of record at the close of business on March 7, 2014 (the record date) will be entitled to vote at the meeting.

PLEASE NOTE THAT ATTENDANCE AT THE MEETING WILL BE LIMITED TO STOCKHOLDERS OF MOTOROLA SOLUTIONS AS OF THE RECORD DATE (OR THEIR AUTHORIZED REPRESENTATIVES). You will be required to provide the admission ticket that is detachable from your proxy card or provide other evidence of ownership. If your shares are held by a bank or broker, please bring to the meeting your bank or broker statement evidencing your beneficial ownership of Motorola Solutions stock on the record date to gain admission to the meeting.

Table of Contents

PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information that you should consider. You should read the entire Proxy Statement carefully before voting. For more complete information regarding the Company s 2013 performance, please review the Company s Annual Report on Form 10-K.

2014 ANNUAL MEETING OF STOCKHOLDERS

Date and Time: May 5, 2014, 5:00 p.m., EDT

Location: Mandarin Oriental Hotel, 1330 Maryland Avenue SW, Washington, DC 20024

Record Date: March 7, 2014

Voting: Stockholders as of the close of business on the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the other proposals to be voted on.

Meeting Webcast (audio only): www.motorolasolutions.com/investors

Common Stock Outstanding as of Record Date: 254,084,937

Stock Symbol: MSI

Registrar & Transfer Agent: Computershare

ITEMS TO BE VOTED ON

	Our Board s Recommendatio
Election of Directors (page 4)	FOR
Advisory Vote to Approve Executive Compensation (page 19)	FOR
Ratification of Independent Registered Public Accounting Firm (page 59)	FOR
Stockholder Proposal on Human Rights Policy (page 63)	AGAINST
Stockholder Proposal on Political Contributions (page 65)	AGAINST

DIRECTOR NOMINEES

Board Committees (as of March 10, 2014)

Name	Director Since	Indep.	Other Public Co. Boards	Position	Audit	Comp.	Gov. & Nom.	Exec.
Gregory Q. Brown	2007		1	Chairman and CEO, Motorola Solutions, Inc.				
Kenneth C. Dahlberg	2011		1	Former Chairman and CEO, Science Applications International Corporation				
David W. Dorman	2006		2	Lead Independent Director, Motorola Solutions, Inc.; Non-Executive Chairman of the Board, CVS Caremark Corporation				
Gen. Michael V. Hayden	2011		0	Principal, Chertoff Group				
Judy C. Lewent	2011		2	Former EVP and CFO, Merck & Co., Inc.				
Anne R. Pramaggiore	2013		1	President and CEO, Commonwealth Edison				
Samuel C. Scott	1993		2	Former Chairman, President and CEO, Corn Products International				
Bradley E. Singer	2012		0	Partner, ValueAct Capital				

(i)

Table of Contents

BUSINESS HIGHLIGHTS

GAAP EPS up 38% for full year 2013

One year return of capital to stockholders - $2.0 Billion

Three year return of capital to stockholders - $5.8 Billion

One-year total stock price appreciation of 21%; three-year total stock price appreciation of 70%

Table of Contents

EXECUTIVE COMPENSATION

2013 CEO Total Direct Compensation

Our three year performance ending in 2013 was strong while our 2013 performance was below our operating plan. This resulted in a below target short-term incentive payout for Mr. Brown, but an above target payout under the Long Range Incentive Plan (LRIP) based on three year performance relative to our industry comparators. Overall, Mr. Brown s compensation increased from 2012 due to the above target payout under the LRIP, larger stock option and restricted stock unit awards in 2013 based on 2012 performance, and lower total compensation in 2012 due to the absence of a completed LRIP cycle. In addition, on March 10, 2014, Mr. Brown s employment agreement was amended to remove the gross-up for excise taxes and to decrease the minimum annual bonus target from 220% to 150% effective in 2014.

Base Salary	$1,200,000
Executive Officer Short Term Incentive	$1,557,600
Total Short-term Cash Compensation	$2,757,600
Long-term Incentive Cash Payment (2011- 2013 Long Range Incentive Plan)	$4,650,000
Long-Term Incentives (grant date fair value)	$4,907,801
Total Compensation (excluding perquisites)	$12,315,401

GOVERNANCE HIGHLIGHTS

As part of our commitment to high ethical standards, our Board follows sound governance practices. These practices are described in more detail in the Corporate Governance section of our web site.

Independence	Seven out of our eight nominees are independent Our CEO is the only management director All Board committees that met during 2013 are comprised of independent directors
Independent Lead Director	We have a Lead Independent Director, selected by the independent directors The Lead Independent Director serves as liaison between management and the other non-management directors
Executive Sessions	The independent directors regularly meet in private without management The Lead Independent Director presides at these executive sessions
Accountability	All directors stand for election annually In uncontested elections, directors must be elected by a majority of votes cast Holders of 20% or more of our common stock have the ability to request a special meeting of stockholders
Board Oversight of Risk Management	Our Board reviews the Company s approach to identifying and assessing risks The Audit Committee reviews the risk exposure of the Company, including our internal audit assessment of risk and our material risk disclosures, and meets periodically with senior management to discuss our risk assessment and risk management policies The Compensation and Leadership Committee reviews the annual compensation risk assessment

The Governance and Nominating Committee reviews all related party transactions

We have a recoupment or clawback policy to recover certain executive pay

We have a policy prohibiting trading in derivative securities of the Company, and no NEOs or Directors have pledged any Company stock

Our independent directors must hold at least five times the annual retainer, or $500,000, of our common stock within five years of joining the Board

Stock Ownership Requirements

Directors are required to hold all shares paid or awarded by the Company until their termination of service

Our CEO must hold our common stock equal to six times his annual salary within five years of attaining the position

Members of the management executive committee must hold our common stock valued at three times their annual salary within five years of joining the group

(iii)

Table of Contents

TABLE OF CONTENTS

PROXY STATEMENT

Table of Contents

ABOUT THE 2014 ANNUAL MEETING

This proxy statement (the Proxy Statement) is being furnished to holders of common stock, $0.01 par value per share (the Common Stock), of Motorola Solutions, Inc. (we, our, Motorola Solutions, or the Company). Proxies are being solicited on behalf of the Board of Directors of the Company (the Board) to be used at the 2014 Annual Meeting of Stockholders (the Annual Meeting) to be held at the Mandarin Oriental Hotel, 1330 Maryland Avenue SW, Washington, DC 20024 on Monday, May 5, 2014 at 5:00 P.M., EDT, for the purposes set forth in the Notice of 2014 Annual Meeting of Stockholders. This Proxy Statement is dated March 20, 2014 and is being distributed to stockholders on or about March 20, 2014.

All stockholders may view and print Motorola Solutions Proxy Statement and the 2013 Annual Report at the Company s website at www.MotorolaSolutions.com/investor. The information contained on Motorola Solutions website is not a part of this Proxy Statement and is not deemed incorporated by reference into this Proxy Statement or any other public filing made with the Securities and Exchange Commission (the SEC).

Stockholders Entitled to Vote at the Annual Meeting

Only stockholders of record at the close of business on March 7, 2014 (the record date) will be entitled to notice of, and to vote at, the Annual Meeting or any adjournments or postponements thereof. On the record date, there were 254,084,937 shares outstanding of Common Stock. The Common Stock is the only class of voting securities of the Company.

A list of stockholders entitled to vote at the meeting will be available for examination at the corporate offices of Motorola Solutions, Inc., 1303 E. Algonquin Road, Door 51, Schaumburg, Illinois 60196 for ten days before the Annual Meeting and at the Annual Meeting.

Voting Without Attending the Annual Meeting

There are three convenient methods for registered stockholders to direct their vote by proxy without attending the Annual Meeting. Stockholders can:

Vote by Internet. The website address for Internet voting is provided on your Notice or proxy card. You will need to use the control number appearing on your Notice or proxy card to vote via the Internet. You can use the Internet to transmit your voting instructions up until 11:59 P.M., EDT on Sunday, May 4, 2014. Internet voting is available 24 hours a day. If you vote via the Internet you do NOT need to vote by telephone or return a proxy card.

Vote by Telephone. You can also vote by telephone by calling the toll-free telephone number provided on your proxy card. You will need to use the control number appearing on your proxy card to vote by telephone. You may transmit your voting instructions from any touch-tone telephone up until 11:59 P.M., EDT on Sunday, May 4, 2014. Telephone voting is available 24 hours a day. If you vote by telephone you do NOT need to vote over the Internet or return a proxy card.

Vote by Mail. If you received a printed copy of the proxy card, you can vote by marking, dating, signing, and returning it in the postage-paid envelope provided. Please promptly mail your proxy card to ensure that it is received prior to the closing of the polls at the Annual Meeting.

Your Proxy at the Annual Meeting

If you do not vote in person at the Annual Meeting, but have voted your shares by Internet, telephone, or mail, you have authorized certain members of Motorola Solutions senior management designated by the Board and named in your proxy to represent you and to vote your shares as instructed. All shares that have been properly voted whether by Internet, telephone, or mail and not revoked will be voted at the Annual Meeting in accordance with your instructions. If you sign your proxy but do not give voting instructions with respect to one or more items, the shares represented by that proxy will be voted as recommended by the Board with respect to those items:

Proposal		The Board Recommended Vote
Proposal 1	Election of eight Directors	FOR
Proposal 2	Advisory Approval of the Company s Executive Compensation	FOR
Proposal 3	Ratification of Independent Registered Public Accounting Firm for Fiscal Year 2014	FOR
Proposal 4	Stockholder Proposal on Human Rights Policy	AGAINST
Proposal 5	Stockholder Proposal on Political Contributions Disclosure	AGAINST

Holding Shares in the Name of a Bank, Broker or Other Nominee

If you are a beneficial owner of shares held in street name, please check your voting instruction card or contact your bank, broker or nominee to determine whether you will be able to vote by Internet or telephone.

Table of Contents

If you are the beneficial owner of shares held in street name by a broker, the broker, as the record holder of the shares, is required to vote those shares in accordance with your instructions. If you do not give instructions to your broker, your broker will be entitled to vote the shares with respect to discretionary items, but will not be permitted to vote the shares with respect to non-discretionary items (resulting in a broker non-vote). The ratification of the appointment of KPMG LLP is the only discretionary item. The election of directors, the advisory approval of the Company s executive compensation and the stockholder proposals are non-discretionary items.

Voting At the Annual Meeting as a Beneficial Owner

If you are a beneficial owner of shares held in street name by a bank, broker or other nominee and want to vote your shares in person at the Annual Meeting, you will need to ask your bank, broker or other nominee to furnish you with a legal proxy. You will need to bring the legal proxy with you to the Annual Meeting and hand it in with a signed ballot that will be provided to you. You will not be able to vote your shares at the Annual Meeting without a legal proxy. If you are provided a legal proxy, any previously executed proxy will be revoked and your vote will not be counted unless you appear at the Annual Meeting and vote in person or legally appoint another proxy to vote on your behalf.

If you do not have a legal proxy, you can still attend the Annual Meeting with evidence of your stock ownership as of the record date; however, you will not be able to vote your shares at the meeting. Accordingly, we encourage you to vote your shares in advance, even if you intend to attend.

Changing Your Vote

Registered stockholders can revoke their proxy at any time before it is voted at the Annual Meeting by either:

- Submitting another timely, later-dated proxy by Internet, telephone or mail;
- Delivering timely written notice of revocation to the Secretary, Motorola Solutions, Inc., 1303 East Algonquin Road, Schaumburg, Illinois 60196; or
- Attending the Annual Meeting and voting in person.

Notice of Internet Availability

The SEC has adopted rules for the electronic distribution of proxy materials. We have elected to provide our stockholders access to our proxy materials and 2013 Annual Report on the Internet instead of sending a full set of printed proxy materials to all of our stockholders. This enables us to reduce costs and lessen the environmental impact of our Annual Meeting by mailing most of our stockholders a Notice of Internet Availability of Proxy Materials (Notice). If you receive a Notice by mail, you will not receive a printed copy of the proxy materials in the mail unless you request them by following the instructions for requesting such materials included in the Notice. The Notice instructs you on how to access and review all of the information contained in the 2014 Proxy Statement and 2013 Annual Report. The Notice also instructs you on how you may submit your proxy over the Internet or by telephone.

The Notice, which contains instructions on how to access this Proxy Statement, the form of proxy and the Company s 2013 Annual Report, is being mailed to stockholders on or about March 20, 2014.

Other Matters at the Annual Meeting

If any other matters are properly presented at the Annual Meeting for consideration and if you have voted your shares by Internet, telephone or mail, the persons named as proxies in your proxy will have the discretion to vote on those matters for you. As of the date we filed this Proxy Statement, the Board did not know of any other matter to be raised at the Annual Meeting.

Table of Contents

Votes Required to Conduct Business at the Annual Meeting or Approve Proposals

In order for business to be conducted, a quorum of a majority of the shares entitled to vote must be represented in person or by proxy at the Annual Meeting. Abstentions and broker non votes are included in determining whether a quorum is present, but will not be included in vote totals and will not affect the outcome of the vote for the election of directors. Abstentions will have the same effect as a vote Against the other proposals.

Proposal		Affirmative Vote Required	Broker Discretionary Voting Allowed
Proposal 1	Election of eight Directors	More For votes than Against votes cast at the Annual Meeting in person or by proxy (for non-contested election)	No
Proposal 2	Advisory Approval of the Company s Executive Compensation	Majority of shares present and entitled to vote; abstentions will count as votes Against	No
Proposal 3	Ratification of Independent Registered Public Accounting Firm for Fiscal Year 2014	Majority of shares present and entitled to vote; abstentions will count as votes Against	Yes
Proposal 4	Stockholder Proposal on Human Rights Policy	Majority of shares present and entitled to vote; abstentions will count as votes Against	No
Proposal 5	Stockholder Proposal on Political Contributions	Majority of shares present and entitled to vote; abstentions will count as votes Against	No

With respect to each proposal, you may vote FOR, AGAINST or ABSTAIN . Broker non-votes will have no effect on the outcome of any of the proposals.

Table of Contents

PROPOSAL NO. 1 ELECTION OF DIRECTORS FOR A ONE-YEAR TERM

The number of directors of the Company to be elected at the Annual Meeting is eight. The directors elected at the Annual Meeting will serve a one-year term ending at the 2015 Annual Meeting until their respective successors are elected and qualified or until their earlier death, resignation or removal. Each of the nominees has consented to being named in this Proxy Statement and to serve as a director if elected. However, if any nominee named below is not available to serve as a director for any reason at the time of the Annual Meeting, the proxies will be voted for the election of such other person or persons as the Board may designate, unless the Board, in its discretion, reduces the number of directors. The Board is currently comprised of nine directors. Dr. White has chosen to retire and is therefore not standing for reelection. Immediately following the Annual Meeting, if all nominees are elected, the Board will consist of eight directors. The Board has the authority under the Company s Bylaws to increase or decrease the size of the Board and to fill vacancies between Annual Meetings.

2014 DIRECTOR NOMINEES

Each of the nominees named below is currently a director of the Company, elected at the Annual Meeting of Stockholders held on May 6, 2013.The ages shown are current as of the date of this Proxy Statement.

GREGORY Q. BROWN

Principal Occupation:

Chairman and Chief Executive Officer, Motorola Solutions, Inc.
Age: 53

Director since: 2007

Chairman since: 2011

Mr. Brown joined the Company in 2003 and since May 2011 has been the Chairman and Chief Executive Officer of Motorola Solutions, Inc. He served as President and Chief Executive Officer from January 2011 until May 2011, Co-Chief Executive Officer of Motorola, Inc. and Chief Executive Officer of Broadband Mobility Solutions from August 2008 until January 2011.

Other Public Company Boards: Cisco Systems, Inc.

Board Committees: Executive (Chair)

Director Qualifications:

Public company CEO, relevant industry and technology experience as Chairman and CEO of the Company, former CEO of Micromuse, Inc.

International and global business, developing markets, government, public policy and regulatory experience as Chairman and CEO of the Company, Deputy Chair of the Federal Reserve Bank of Chicago, Vice Chair of the US-ASEAN Business Council, former Vice Chair of the U.S. China Business Council, former member of the President of the United States Management Advisory Board and the Skills for America s Future Board

Public company board experience

Table of Contents

KENNETH C. DAHLBERG

Principal Occupation: Retired; Formerly Chairman of the Board and Chief Executive Officer of Science Applications International Corporation (SAIC)
Age: 69
Director since: 2011
Independent

Mr. Dahlberg served as Chief Executive Officer of SAIC, a research and engineering firm specializing in information systems and technology, from November 2003 through September 2009. Mr. Dahlberg also served as Chairman of the Board of Directors of SAIC from July 2004 until his retirement in June 2010.

Other Public Company Boards: Teledyne Technologies Incorporated

Board Committees: Compensation and Leadership (Chair), Audit, Executive

Director Qualifications:

Public company CEO, international and global business experience as former CEO of SAIC

Relevant industry and technology experience as former CEO of SAIC, and as a former executive officer of General Dynamics Corp and Raytheon Systems

Government, public policy and regulatory experience as a member of the Board of Governors at Aerospace Industries Association and National Defense Industrial Association and as a member of the President of the United States National Communications Security Advisory Council

Public company board experience

DAVID W. DORMAN

Principal Occupation: Non-Executive Chairman of the Board, CVS Caremark Corporation
Age: 60

Mr. Dorman has been the Lead Independent Director of the Company s Board since May 2011, and the Non-Executive Chairman of the Board of CVS Caremark Corporation since May 2011. Previously he served as the Non-Executive Chairman of the Company s Board from May 2008 to May 2011. Mr. Dorman has been a Founding Partner of Centerview Capital Technology Fund since July 2013.

Other Public Company Boards: CVS Caremark Corporation, YUM! Brands, Inc.

Director since: 2006

Lead Independent

Director since: 2011

Independent

Board Committees: Executive

Director Qualifications:

Public company CEO, relevant industry, technology and international and global business experience as former Chairman and CEO of AT&T

Private equity experience as Founding Partner of Centerview Capital Technology Fund and former Managing Director and Senior Advisor with Warburg Pincus

Public company board experience

Table of Contents

GEN. MICHAEL V. HAYDEN

Principal Occupation:

Principal, Chertoff Group

Age: 69

Director since: 2011

Independent

General Hayden has been a principal at the Chertoff Group, a security consultancy company since April 2009. General Hayden served as the director of the Central Intelligence Agency from May 2006 until his retirement in February 2009.

Other Public Company Boards: None

Board Committees: Governance and Nominating

Director Qualifications:

Relevant industry, government, public policy and regulatory experience as a retired United States Air Force four-star general, former director of the Central Intelligence Agency, former Principal Deputy Director of National Intelligence and former director of the National Security Agency

International and global business and developing markets experience as a principal at Chertoff Group

JUDY C. LEWENT

Principal Occupation:

Retired; Formerly Executive Vice President & Chief Financial Officer, Merck & Co., Inc. (Merck)

Age: 65

Director since: 2011

Independent

Ms. Lewent served as Executive Vice President and Chief Financial Officer of Merck, a pharmaceutical company, from 1990 until her retirement in 2007.

Other Public Company Boards: GlaxoSmithKline plc and Thermo Fisher Scientific, Inc.

In the last five years, Ms. Lewent served on the board of directors of Motorola, Inc. from May 1995 to May 2010, and on the board of Dell, Inc. from May 2001 to July 2011.

Board Committees: Audit (Chair), Executive

Director Qualifications:

Public company CFO, financial and accounting expertise, and international business experience as the former CFO of Merck

Technology experience as a life member of the Massachusetts Institute of Technology

Public company board experience

Table of Contents

ANNE R. PRAMAGGIORE

Principal Occupation:

President and Chief Executive Officer, Commonwealth Edison Company (ComEd)

Age: 55

Director since: 2013

Independent

Ms. Pramaggiore has been the President and Chief Executive Officer of ComEd, an electric utility company and a business unit of Exelon Corporation, and a member of the ComEd board of directors since February 2012. She served as ComEd s President and Chief Operating Officer from May 2009 until February 2012. Ms. Pramaggiore served as ComEd s Executive Vice President, Customer Operations, Regulatory and External Affairs from September 2007 to May 2009.

Other Public Company Boards: The Babcock & Wilcox Company

Board Committees: Compensation and Leadership, Governance and Nominating

Director Qualifications:

Government, public policy and regulatory and technology experience as CEO of ComEd, Executive Vice President, Customer Operations, Regulatory and External Affairs of ComEd, and as a licensed attorney

International and global business experience as a board member of the Federal Reserve Bank of Chicago and the Chicago Council on Global Affairs

Public company board experience

SAMUEL C. SCOTT III

Principal Occupation:

Retired; Formerly Chairman of the Board, President and Chief Executive Officer, Corn Products International

Age: 69

Mr. Scott served as Chairman, President and Chief Executive Officer of Corn Products International, a corn refining business, from February 2001 until his retirement in May 2009.

Other Public Company Boards: Abbott Laboratories, Bank of New York Mellon

Board Committees: Governance and Nominating (Chair), Executive

Director Qualifications:

Director since: 1993

Independent

Public company CEO experience as former chairman and CEO of Corn Products International, Inc.

International and global business and developing markets experience as former chairman and CEO of Corn Products International, Inc., a board member of the Chicago Council on Global Affairs, World Business Chicago, The Chicago Urban League, and Northwestern Memorial Healthcare, and as Chairman of Chicago Sister Cities International

Public company board experience

Table of Contents

BRADLEY E. SINGER

Principal Occupation:

Partner, ValueAct Capital

Age: 47

Director since: 2012

Independent

Mr. Singer has been a partner at ValueAct Capital an investment management company since May 2012. Mr. Singer was the Senior Executive Vice President and Chief Financial Officer of Discovery Communications, Inc., a media company, from July 2008 to March 2012 and also served as its Treasurer from February 2009 to September 2011. He served as Chief Financial Officer and Senior Executive Vice President of Discovery Communications Holding, LLC from July 2008 to March 2012 and as its Treasurer from February 2009 to September 2011.

Other Public Company Boards: None

Board Committees: Audit, Compensation and Leadership

Director Qualifications:

Public company CFO, financial and accounting expertise, and technology and international and global business experience as former CFO and Treasurer of Discovery Communications, Inc., Discovery Communications Holdings LLC and American Tower Corporation, a wireless and broadcast communications infrastructure company

Private equity and investment banking experience as a partner with ValueAct Capital and as a former investment banker with Goldman, Sachs & Co

Public company board experience

RECOMMENDATION OF THE BOARD

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF THE EIGHT NOMINEES NAMED HEREIN AS DIRECTORS. UNLESS OTHERWISE INDICATED ON YOUR PROXY, YOUR SHARES WILL BE VOTED FOR THE ELECTION OF SUCH EIGHT NOMINEES AS DIRECTORS.

Table of Contents

CORPORATE GOVERNANCE

The Board s Corporate Governance Principles

The Board adheres to governance principles designed to assure the continued vitality of the Board and excellence in the execution of its duties. The Board has responsibility for management oversight and providing strategic guidance to the Company. The Board believes that it must continue to renew itself to ensure that its members bring a fresh perspective to understanding the industries and the markets in which the Company operates. The Board also believes that it must remain well-informed about the opportunities and challenges facing Motorola Solutions and its industries and markets so that the Board members can exercise their fiduciary responsibilities to Motorola Solutions stockholders.

GOVERNANCE HIGHLIGHTS

The Board recognizes the importance of evolving corporate governance practices and is committed to regularly reviewing specific elements of the Company s corporate governance. Key governance practices of the Company are:

Seven of eight director nominees are independent

Board Committees comprised of independent directors

Lead Independent Director

Independent directors regularly meet in private without management

Risk assessment process with Audit and Compensation and Leadership Committees

No gross-up for excise taxes

Recoupment or clawback policy

Stock Ownership Guidelines

Board and Committee self assessment process

Annual election of all directors

Majority vote for directors in uncontested elections

Holders of 20% or more of our Common Stock have the ability to request a special meeting of stockholders

Anti-hedging policy

Motorola Solutions encourages you to visit our corporate governance page on our website at www.MotorolaSolutions.com/investor which provides information about our corporate governance practices and includes the following documents:

- Board Governance Guidelines
- Director Independence Guidelines
- The Principles of Conduct for Members of the Board of Directors
- Code of Business Conduct
- Audit Committee, Compensation and Leadership Committee and Governance and Nominating Committee charters
- Restated Certificate of Incorporation, as amended
- Amended and Restated Bylaws

The Company intends to disclose amendments to the above documents, or waivers applicable to its directors, chief executive officer, chief financial officer or corporate controller from certain provisions of its ethical policies and standards for directors and its employees, on the Motorola Solutions website within four business days following the date of the amendment or waiver. There were no waivers in 2013.

Table of Contents

DIRECTORS QUALIFICATIONS

The Board believes it should be comprised of individuals with appropriate skills and experiences to meet its board governance responsibilities and contribute effectively to the Company. Our Governance and Nominating Committee carefully considers the skills and experiences of current directors and new candidates to ensure that they meet the needs of the Company before nominating directors for election to the Board. All of our non-employee directors serve on Board committees, further supporting the Board by providing expertise to those committees. The needs of the committees also are reviewed when considering nominees to the Board. The Board has a deep working knowledge of matters common to large companies and is comprised of a mix of skills and qualifications which includes:

- Public company CEOs and CFOs
- Financial and accounting expertise
- Relevant industry experience in Government and Enterprise
- Technology experience
- Global business experience
- Developing markets experience
- Government, public policy and regulatory experience
- Academia
- Private equity and investment banking experience
- Public company board experience
- Gender and ethnic diversity
- Independence

Specific experience, qualifications, attributes or skills of our nominees are listed in the biographies above.

IDENTIFYING AND EVALUATING DIRECTOR CANDIDATES

As stated in our Board Governance Guidelines, when selecting directors, the Board and the Governance and Nominating Committee review and consider many factors, including: experience in the context of the Board s needs; leadership qualities; ability to exercise sound judgment; existing time commitments; years to retirement age; and independence from management. They also consider ethical standards and integrity. While the Company does not have a formal policy regarding diversity, diversity is one of several factors considered by the Board and the Governance and Nominating Committee when selecting director nominees. The Board and the Governance and Nominating Committee strive to nominate directors with a variety of complementary skills, backgrounds and perspectives so that, as a group, the Board will possess the appropriate talent, skills, experience and expertise to oversee the Company s businesses. The Governance and Nominating Committee annually assesses the effectiveness of its director nomination process and the Board Governance Guidelines.

The Governance and Nominating Committee will consider nominees recommended by Motorola Solutions stockholders, provided that the recommendation contains sufficient information (as required by the Company s Bylaws), including the candidate s qualifications, for the Governance and Nominating Committee to assess the suitability of the candidate, and is timely received in accordance with the Company s Bylaws. Stockholder-recommended candidates that comply with these procedures will receive the same consideration that candidates recommended by the Governance and Nominating Committee and management receive.

The Governance and Nominating Committee considers recommendations from many sources, including members of the Board, management and search firms. From time to time, Motorola Solutions hires search firms to help identify and facilitate the screening and interview process of director candidates. The search firm screens candidates based on the Board s criteria, performs reference checks, prepares a biography for each candidate for the Governance and Nominating Committee s review and helps arrange interviews. The Governance and Nominating Committee and the Chairman of the Board conduct interviews with candidates who meet the Board s criteria. The Governance and Nominating Committee has full discretion in considering potential candidates and making its nominations to the Board.

Table of Contents

COMMITTEES OF THE BOARD

To assist it in carrying out its duties, the Board has delegated certain authority to several committees. The Board currently has the following standing committees: (1) Audit, (2) Compensation and Leadership, (3) Governance and Nominating, and (4) Executive. The charters for each of the Audit Committee, Compensation and Leadership Committee and Governance and Nominating Committee are available on our website at www.MotorolaSolutions.com/investor. Committee membership as of December 31, 2013, except where noted below, the number of meetings of each committee during 2013, and the functions of each committee are described below:

AUDIT COMMITTEE	Assist the Board in fulfilling its oversight responsibilities as they relate to the Company s accounting policies, internal controls, disclosure controls and procedures, financial reporting practices and legal and regulatory compliance.
2013 Meetings: 10	Engage the independent registered public accounting firm.
Judy C. Lewent (Chair) **Kenneth C. Dahlberg** **Bradley E. Singer** **John A. White**	Monitor the qualifications, independence and performance of the Company s independent registered public accounting firm and the performance of the Company s internal auditors.
	Maintain, through regularly scheduled meetings, a line of communication between the Board and the Company s financial management, internal auditors and independent registered public accounting firm.
	Oversee compliance with the Company s policies for conducting business, including ethical business standards.
	Review the Company s overall financial position, asset utilization and capital structure.
	Review the need for equity and/or debt financing and specific outside financing proposals.
	Review and approve certain major transactions, such as restructurings, acquisitions, divestitures, joint ventures and equity investments.

Monitor the performance and investments of employee retirement and related funds.

Review the Company s dividend payment plans and practices.

Prepare the report of the Audit Committee included in this Proxy Statement.

COMPENSATION AND LEADERSHIP COMMITTEE

2013 Meetings: 6

Kenneth C. Dahlberg (Chair)

Bradley E. Singer

William J. Bratton (resigned 12/10/13)

Anne R. Pramaggiore (appointed 3/10/14)

Assist the Board in overseeing the management of the Company s human resources, including:

compensation and benefits programs;

CEO performance and compensation;

executive development and succession; and

diversity efforts.

Oversee the evaluation of the Company s senior management.

Review and discuss the Compensation Discussion and Analysis (CD&A) with management and make a recommendation to the Board on the inclusion of the CD&A in this Proxy Statement.

Prepare the report of the Compensation and Leadership Committee included in this Proxy Statement.

GOVERNANCE AND NOMINATING COMMITTEE

2013 Meetings: 6

Identify individuals qualified to become Board members, consistent with the criteria approved by the Board.

Recommend director nominees and individuals to fill vacant positions and to serve on committees.

Samuel C. Scott III (Chair) **Gen. Michael V. Hayden** **Anne R. Pramaggiore**	Assist the Board in interpreting the Company s Board Governance Guidelines, the Board s Principles of Conduct and any other similar governance documents adopted by the Board. Oversee the evaluation of the Board and its committees. Review the independence of directors and evaluate and/or approve related party transactions. Generally oversee the governance and compensation of the Board.

Table of Contents

EXECUTIVE COMMITTEE	Act for the Board between meetings on matters already approved in principle by the Board.
2013 Meetings: 0	Exercise the authority of the Board on specific matters assigned by the Board from time to time.
Gregory Q. Brown (Chair) **Kenneth C. Dahlberg** **David W. Dorman (Lead Independent Director)** **Judy C. Lewent** **Samuel C. Scott III**	

Attendance

The Board held six meetings during 2013. Overall attendance at Board and committee meetings was 97%. Each incumbent director attended 100% of the combined total meetings of the Board and the committees on which he or she served during 2013, except for one director that attended 90% of the meetings and one director that attended 80% of the meetings. At the Board meetings, independent directors of the Company meet regularly in executive session without management as required by the Motorola Solutions, Inc. Board Governance Guidelines and NYSE listing standards. Generally, executive sessions are held in conjunction with regularly-scheduled meetings of the Board. In 2013, the non-employee independent members of the Board met in executive session six times. In addition, Board members are expected to attend the Annual Meeting as provided in the Motorola Solutions, Inc. Board Governance Guidelines. All of our directors who stood for election at the 2013 Annual Meeting attended that meeting.

Leadership Structure of the Board

At the Annual Board meeting held in May 2011, the Board combined the roles of Chairman and Chief Executive Officer and appointed Gregory Q. Brown to serve as both Chief Executive Officer and Chairman of the Board and Mr. Dorman to serve as Lead Independent Director. The Board reappointed Mr. Brown as Chairman of the Board and Mr. Dorman as Lead Independent Director at the Annual Board meeting held in May 2012, and again in May 2013. The Board determined that Mr. Brown s thorough knowledge of Motorola Solutions business, strategy, people, operations, competition and financial position coupled with his leadership and vision made him well positioned to chair Board meetings and bring key business and stakeholder issues to the Board s attention. As Lead Independent Director, Mr. Dorman chairs the executive sessions of the Board and acts as a liaison between our Chairman and independent directors.

Communicating with the Board

All communications to the Board of Directors, Chairman of the Board, the non-management directors or any individual director, must be in writing and addressed to them c/o Secretary, Motorola Solutions, Inc., 1303 East Algonquin Road, Schaumburg, IL 60196 or by email to boardofdirectors@MotorolaSolutions.com. Our Secretary reviews all written communications and forwards to the Board a summary and/or copies of any such correspondence that, in the opinion of the Secretary, deals with the functions of the Board or Board committees or that she otherwise determines requires the Board s or any Board committee s attention.

The Board s Role in the Oversight of Risks

The Board oversees the business of the Company, including CEO and senior management performance and risk management, to assure that the long-term interests of the stockholders are being served. Each committee of the Board is also responsible for reviewing the risk exposure of the Company related to the committee s areas of responsibility and providing input to management on such risks.

Management and our Board have a robust process embedded throughout the Company to identify, analyze, manage and report all significant risks facing the Company. Our CEO and other senior managers regularly report to the Board on significant risks facing the Company, including financial, operational and strategic risks. Each of the Board committees reviews with management significant risks related to the committee s area of responsibility and reports to the Board on such risks, which includes the Compensation and Leadership Committee s review of Company-wide compensation-related risks. While each committee is responsible for reviewing significant risks in the committee s area of responsibility, the entire Board is regularly informed about such risks through committee reports. The oversight of specific risks by board committees enables the entire Board to oversee risks facing the company more effectively and develop strategic direction taking into account the effects and magnitude of such risks. The independent Board members also discuss the Company s significant risks when they meet in executive session without management. Our audit services department has a very important role in the risk management program. The role of this department is to provide management and the Audit Committee with an overarching and objective view of the risk management activity of the enterprise. This department s engagements span financial, operational, strategic and compliance risks and the engagement results assist management in maintaining tolerable risk levels. This department conducts engagements utilizing an enterprise risk management model. The director of the department reports directly to the Audit Committee and meets regularly with the committee, including in executive session.

Table of Contents

INDEPENDENT DIRECTORS

On February 10, 2014, the Board made the determination, based on the recommendation of the Governance and Nominating Committee and in accordance with our Director Independence Guidelines, that the former non-employee director, Mr. Bratton, and the current non-employee directors, Mr. Dahlberg, Mr. Dorman, General Hayden, Ms. Lewent, Ms. Pramaggiore, Mr. Scott, Mr. Singer and Dr. White, were independent during the periods in 2013 and 2014 that they were members of the Board. Mr. Brown does not qualify as an independent director since he is the Chief Executive Officer of the Company. See Motorola Solutions Relationship with Entities Associated with Independent Directors for further details.

Determining Independence

The Director Independence Guidelines include both the NYSE independence standards and additional independence standards the Board has adopted to determine if a relationship that a Board member has with the Company is material. We have adopted a stricter application of the NYSE independence standards requiring a look-back of four years when assessing independence in connection with a director s (i) status as an employee of the Company, (ii) direct compensation in excess of $120,000, (iii) relationship with our internal or external auditor, and (iv) employment with a company that has made payments to, or received payments from, the Company for property or services.

A complete copy of the Director Independence Guidelines is available on the Company s website at www.MotorolaSolutions.com/investor.

Motorola Solutions Relationship with Entities Associated with Independent Directors

When assessing independence, each of Mr. Dorman, Ms. Pramaggiore, Mr. Scott, Mr. Singer and Dr. White had relationships with entities that were reviewed by the Board under independence standards covering contributions or payments to charitable or similar not-for-profit organizations. In addition, each of Mr. Bratton, Mr. Dahlberg, Mr. Dorman, General Hayden and Ms. Pramaggiore had relationships with entities that were reviewed by the Board under independence standards covering payments to, or received from, other entities. In each case, the payments or contributions were significantly less than the NYSE independence standards or the Director Independence Guidelines adopted by the Board and available on the Company s website and were determined by the Board to be immaterial.

Independent Members of the Audit, Compensation and Leadership and Governance and Nominating Committees

The Board has determined that all of the current members of the Audit Committee, the Compensation and Leadership Committee and the Governance and Nominating Committee are independent within the meaning of the Director Independence Guidelines, applicable rules of the SEC and the NYSE listing standards for independence.

RELATED PERSON TRANSACTION POLICY AND PROCEDURES

The Company has established a written related person transaction policy and procedures (the RPT Policy) to assist it in reviewing transactions in excess of $120,000 (Transactions) involving the Company and its subsidiaries and Related Persons (as defined below). The RPT Policy supplements our other conflict of interest policies set forth in the Principles of Conduct for Members of the Motorola Solutions, Inc. Board of Directors and the Code of Business Conduct for employees and our other internal procedures.

For purposes of the RPT Policy, a Related Person includes directors, director nominees and executive officers of the Company since the beginning of the Company s last fiscal year, beneficial owners of 5% or more of any class of voting securities of the Company and its subsidiaries and members of their respective Immediate Family (as defined in the RPT Policy). In October 2013, the Board delegated review of all RPT Policy matters to the Governance and Nominating Committee. Prior to that, the Audit Committee was responsible for reviewing RPT Policy matters for executive officers and beneficial owners of 5% or more of the Company.

The RPT Policy provides that any Transaction since the beginning of the last fiscal year is to be promptly reported to the Company s Secretary. The Secretary will assist with gathering important information about the Transaction and present the information to the Governance and Nominating Committee. The Governance and Nominating Committee will determine if the Transaction is a Related Person Transaction and, if so, approve, ratify or reject the Related Person Transaction. In approving, ratifying or rejecting a Related Person Transaction, the Governance and Nominating Committee will consider such information as it deems important to conclude if the transaction is fair to the Company and its subsidiaries. Throughout 2013, Paul Czerwinski, our CEO s son-in-law, and Andrew Baum, Mr. Delaney s son-in-law were each employed by the Company. Mr. Czerwinski is an executive account manager and his total compensation in 2013 was approximately $190,000, which includes salary and bonus. Mr. Baum is a senior account manager and his total compensation in 2013 was approximately $122,000, which includes salary and bonus. Mr. Czerwinski and Mr. Baum also participate in the Company s general welfare plans and receive benefits comparable to those received by persons in similar positions within the Company. The Audit Committee reviewed and approved these relationships as required by the RPT Policy in 2013, and the Governance and Nominating Committee reviewed and approved them in 2014.

Motorola Solutions had no other Related Person Transactions in 2013.

Table of Contents

SECURITY OWNERSHIP INFORMATION

Management and Directors

The following table sets forth information as of the close of business on February 28, 2014 (except where otherwise noted), regarding the beneficial ownership of shares of Common Stock by each director and nominee for director of the Company, the persons named in the Summary Compensation Table, and all current directors, nominees and Section 16 Officers of the Company as a group. Except for Mr. Brown, who owns 1.17% of the outstanding Common Stock, each other director, nominee and named executive officer (NEO) owns less than 1% of the outstanding Common Stock based on 254,016,405 shares of Common Stock outstanding on February 28, 2014. All current directors, nominees, NEOs and current executive officers as a group own 1.9% of the outstanding Common Stock.

Name	Shares Owned (1)	Shares Under Exercisable Options and SARs (2)	Stock Units (3)	Total Shares Beneficially Owned (4)(5)
Gregory Q. Brown	483,270	2,467,783	31,502	2,982,555(6)
Gino A. Bonanotte	3,163	9,628	0	12,791
Edward J. Fitzpatrick(7)	65,453	317,986	11,311	394,750
Mark F. Moon	31,624	238,303	0	269,927
Michele A. Carlin	40,733	183,476	0	224,209
Eduardo F. Conrado	14,211	81,107	0	95,318
Eugene A. Delaney(8)	82,163	552,596	8,824	643,583
Kenneth C. Dahlberg	4,779	0	4,906	9,685
David W. Dorman	5,542	0	53,365	58,907
Michael V. Hayden	0	0	9,184	9,184
Judy C. Lewent	15,915	7,562	6,366	29,843
Anne R. Pramaggiore	0	0	3,959	3,959
Samuel C. Scott	4,993	7,562	25,811	38,366(9)
Bradley E. Singer	0	0	3,916	3,916
John A. White	6,325	7,562	37,257	51,144(10)
All current directors, nominees, NEOs and current executive officers as a group (17 persons)	766,126	3,923,695	196,401	4,886,222(11)

(1) Includes shares over which the person currently holds or shares voting and/or investment power but excludes the shares listed under Shares Under Exercisable Options and SARs and Stock Units.
(2) Includes shares under options and SARs exercisable on February 28, 2014 and which may become exercisable within 60 days thereafter.
(3) Includes stock units which are deemed to be beneficially owned on February 28, 2014 or within 60 days thereafter. Stock units are not deemed beneficially owned until the restrictions on the units have lapsed. Each stock unit is intended to be the economic equivalent of one share of Common Stock.
(4) Unless otherwise indicated, each person has sole voting and investment power over the shares reported.
(5) Includes the shares listed under Shares Under Exercisable Options and units listed under Stock Units.
(6) Mr. Brown s holdings under Total Shares Beneficially Owned include: 53,915 unvested market-based options granted on January 31, 2008 that only vest if the market price of the Common Stock reaches defined levels as discussed in the footnotes to the Outstanding Equity Awards at 2013 Fiscal Year End table and 253,003 shares subject to exercisable stock settled stock appreciation rights (SARs). The number of shares subject to the stock settled SARs, assumes the exercise of 134,297 shares of stock settled SARs at an exercise price of $40.33 and the exercise of 471,398 stock settled SARs at an exercise price of $38.04, on February 28, 2014. The closing price of the Company stock on February 28, 2014 was $66.20. Mr. Brown has shared voting and investment power over 83,220 shares, included under Total Shares Beneficially Owned . He disclaims beneficial ownership over 81,000 shares held in a trust of which his wife is trustee and 2,220 shares held by his wife, except to the extent of his pecuniary interest in these shares.
(7) Mr. Fitzpatrick ceased serving as the Company s Chief Financial Officer on August 14, 2013 and is no longer considered an executive officer or Section 16 reporting officer. Mr. Fitzpatrick s reported ownership is as of August 14, 2013, the date on which he ceased to be subject to the reporting requirements of Section 16 of the Securities and Exchange Act, except that his indirect ownership of shares in the 401(k) Plan Stock Fund has been removed, as that Fund was closed and liquidated as of December 31, 2013.
(8) Mr. Delaney retired from the Company at the end of June 2013. Mr. Delaney s reported ownership is as of February 11, 2013, the date on which he ceased to be subject to the reporting requirements of Section 16 of the Securities and Exchange Act, except that his indirect ownership of shares in the 401(k) Plan Stock Fund has been removed, as that Fund was closed and liquidated as of December 31, 2013.
(9) Mr. Scott does not have investment power over 1,739 of these shares.

(10) Dr. White has shared voting and investment power over 4,364 of these shares and shared voting and no investment power over 77 of these shares.
(11) All directors, nominees and current executive officers as a group have sole voting and investment power over 4,765,320 of these shares and shared voting and/or investment power over 120,902 of these shares.

Table of Contents

No directors, nominees or current executive officers have pledged shares of Common Stock pursuant to any loan or arrangement.

Principal Stockholders

The following table sets forth information with respect to any person who is known to be the beneficial owner of more than 5% of Common Stock as of December 31, 2013.

Name and Address	Number of Shares of Motorola Solutions, Inc. and Nature of Beneficial Ownership	Percent of Outstanding Shares (1)
ValueAct Capital Master Fund, L.P. and related entities 435 Pacific Ave., San Francisco, California 94133	28,907,623(2) shares of Common Stock	11.4%
BlackRock, Inc. 40 East 52nd Street New York, NY 10022	18,408,935(3) shares of Common Stock	7.2%
Capital Research Global Investors 333 South Hope Street, 55th Floor Los Angeles, CA 90071	17,673,905(4) shares of Common Stock	7.0%
Morgan Stanley 1585 Broadway New York, NY 10036	13,118,369(5) shares of Common Stock	5.2%

(1) The percentage calculations set forth above are based on 254,016,405 shares of Common Stock outstanding as of February 28, 2014 rather than the percentages set forth on various stockholders Schedule 13D and 13G filings.
(2) Solely based on information in a Schedule 13D/A Amendment No. 5 filed with the SEC on February 26, 2014, filed jointly by ValueAct Capital Master Fund, L.P., VA Partners I, LLC, ValueAct Capital Management, L.P., ValueAct Capital Management, LLC, ValueAct Holdings, L.P. and ValueAct Holdings GP, LLC (collectively ValueAct). The Schedule 13D/A indicates that as of February 13, 2014, ValueAct was the beneficial owner with shared voting power as to 28,907,623 shares and shared dispositive power as to 28,907,623 shares.
(3) Solely based on information in a Schedule 13G dated January 17, 2014 filed with the SEC by BlackRock, Inc. The Schedule 13G indicates that as of December 31, 2013, BlackRock, Inc., as the parent holding company, was the beneficial owner with sole voting power as to 15,388,754 shares and sole dispositive power as to 18,408,935 shares.
(4) Solely based on information in a Schedule 13G dated February 7, 2014 filed with the SEC by Capital Research Global Investors, a division of Capital Research and Management Company. The Schedule 13G indicates that as of December 31, 2013, Capital Research Global Investors was the beneficial owner with sole voting power and sole dispositive power as to 17,673,905 shares.
(5) Solely based on information in a Schedule 13G/A Amendment No. 2 dated February 11, 2014 filed with the SEC jointly by Morgan Stanley, and Morgan Stanley Investment Management, Inc., whose address is 522 Fifth Avenue, New York, NY 10036. The Schedule 13G/A indicates that as of December 31, 2013, Morgan Stanley was the beneficial owner with sole voting power as to 12,578,628 shares and sole dispositive power as to 13,118,369 shares. Additionally, according to such filing, Morgan Stanley Investment Management, Inc. was the beneficial owner with sole voting power as to 12,578,628 shares and with sole dispositive power as to 13,118,369 shares.

Section 16(a) Beneficial Ownership Reporting Compliance

Each director and certain officers of the Company are required to report to the SEC, by a specified date, his or her transactions related to our Common Stock. Based solely on a review of the copies of reports furnished to the Company or written representations that no other reports were required, the Company believes that, during the 2013 fiscal year, all filing requirements applicable to its officers and directors were complied with on a timely basis.

Table of Contents

DIRECTOR COMPENSATION

DETERMINING DIRECTOR COMPENSATION

The Governance and Nominating Committee recommends to the Board the compensation for non-employee directors, which is to be consistent with market practices of other similarly situated companies and takes into consideration the impact on non-employee directors independence and objectivity. The Board has asked the Compensation and Leadership Committee to assist the Governance and Nominating Committee in making such recommendations. The charter of the Governance and Nominating Committee does not permit it to delegate director compensation matters to management, and management has no role in recommending the amount or form of director compensation.

HOW THE DIRECTORS ARE COMPENSATED

The non-employee directors are compensated on an annual basis as follows:

Cash Compensation	Annual Compensation (paid quarterly)
Annual Cash Retainer	$100,000
Lead Independent Director Fee	$25,000
Audit Committee Chairperson Fee	$20,000
Compensation and Leadership Committee Chairperson Fee	$15,000
Governance and Nominating Committee Chairperson Fee	$15,000
Audit Committee Member Fee	$5,000
Equity Compensation	**Annual Compensation (paid annually)**
Annual Equity Grant	$140,000

During 2013, a director could elect to receive all or a portion of his or her annual cash retainer and other cash fees in the form of (i) deferred stock units that settle when the director terminates service, (ii) deferred stock units that settle after one year (unless service is earlier terminated), or (iii) outright shares. Directors could also elect to receive the annual equity grant in the form of (i) deferred stock units that settle when the director terminates service, or (ii) deferred stock units that settle after one year (unless service is earlier terminated). These choices allow directors to engage in tax planning appropriate for their circumstances. Notwithstanding earlier settlement or receipt of shares, directors must hold all shares awarded or paid to them until termination of service from the Board.

On May 13, 2013, each then non-employee director received a deferred stock unit award of 2,493 shares of Common Stock. The number of deferred stock units awarded was determined by dividing $140,000 by the fair market value of a share of Common Stock on the date of grant (rounded up to the next whole number) based on the closing price on the date of grant. For a non-employee director who becomes a member of the Board of Directors after the annual grant of deferred stock units, the award will be prorated based on the number of full months to be served until the next annual meeting of stockholders ($11,666.67 per month) divided by the closing price of the Common Stock on the day of election to the Board.

Non-employee directors are not eligible to participate in the Motorola Solutions Management Deferred Compensation Plan. Motorola Solutions does not have a non-equity incentive plan or pension plan for non-employee directors. Non-employee directors do not receive any additional fees for attendance at meetings of the Board or its committees, or for additional work done on behalf of the Board or a committee. The Company also reimburses its directors and, in certain circumstances, spouses who accompany directors, for travel, lodging and related expenses they incur in attending Board and committee meetings or other meetings as requested by Motorola Solutions. Mr. Brown, who was an employee during 2013, received no additional compensation for serving on the Board or its committees.

Table of Contents

The following table further summarizes compensation paid to the non-employee directors during 2013.

Director Compensation for 2013

Name (a)	Fees Earned or Paid in Cash ($) [1] (b)	Stock Awards ($) [2][3] (c)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($) (f)	All Other Compensation ($) [4] (g)	Total ($) (h)
Kenneth C. Dahlberg	57,500	197,609			255,109
David W. Dorman	0	272,644		5,000[5]	277,644
Michael V. Hayden	100,000	140,032			240,032
Judy C. Lewent	120,000	140,032			260,032
Anne R. Pramaggiore	50,000	225,249			275,249
Samuel C. Scott III	115,000	140,032			255,032
Bradley E. Singer	105,000	140,032			245,032
John A. White	105,000	140,032	6,294[6]	10,000[5]	261,326
Former Director:					
William J. Bratton[7]	100,000	140,032			240,032

(1) During 2013, directors could elect to receive all or a portion of their annual cash retainer or other cash fees in the form of (i) deferred stock units (DSUs) that settle when the director terminates service, (ii) DSUs that settle after one year (unless service is earlier terminated), or (iii) outright shares (in each case, rounded up to the next whole share). The amounts in column (b) are the portion of the annual cash retainer and any other fees the non-employee director has elected to receive in cash. With respect to annual cash compensation, Mr. Dorman elected to receive DSUs that settle after one year with respect to $132,612; Mr. Dahlberg elected to receive outright shares of stock with respect to $57,577; and Ms. Pramaggiore elected to receive DSUs that settle at termination of service with respect to $50,161.

(2) Certain directors have elected to receive DSUs or common stock for all or a portion of their annual cash retainer or other cash fees as described in footnote 1 above. In addition, all non-employee directors received an annual grant of DSUs on May 13, 2013. With respect to the annual grant of equity, Messrs. Bratton, Hayden, Scott, Singer and White and Ms. Pramaggiore elected to receive DSUs that settle at termination of service, and Messrs. Dahlberg and Dorman and Ms. Lewent elected to receive DSUs that settle on the first anniversary of the date of grant, and these amounts are included in column (c). The grant to Ms. Pramaggiore on January 17, 2013 was the pro-rata amount of the annual equity grant associated with her election to the Board on that date. All amounts in column (c) are the aggregate grant date fair value of DSUs computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation Stock Compensation (ASC Topic 718), including dividend equivalents, as applicable. The number of DSUs or common stock received and the fair value on each date of grant are as follows:

Directors	January 17 Deferred Stock Units	March 31 Common Stock*/ Deferred Stock Units	May 13 Annual Grant of Deferred Stock Units (Award Date May 6)	June 30 Common Stock*/ Deferred Stock Units	September 30 Common Stock*/ Deferred Stock Units	December 31 Common Stock*/ Deferred Stock Units
Kenneth C. Dahlberg		205	2,493	249	253	223
Fair Value		$13,126	$140,032	$14,375	$15,023	$15,053
David W. Dorman		547	2,493	607	527	463
Fair Value		$35,024	$140,032	$35,042	$31,293	$31,253
Michael V. Hayden			2,493			
Fair Value			$140,032			
Judy C. Lewent			2,493			
Fair Value			$140,032			
Anne R. Pramaggiore	604	196	2,493	217	211	186

Fair Value	$35,056	$12,549	$140,032	$12,527	$12,529	$12,555
Samuel C. Scott III			2,493			
Fair Value			$140,032			
Bradley E. Singer			2,493			
Fair Value			$140,032			
John A. White			2,493			
Fair Value			$140,032			
Former Director:						
William J. Bratton			2,493			
Fair Value			$140,032			

* Common Stock was issued to Mr. Dahlberg only. All other directors received DSUs.

Table of Contents

(3) As of December 31, 2013, the aggregate stock and option awards outstanding for the directors were as set forth below. For each director, the options to purchase Common Stock listed below were exercisable at year end. The aggregate number of Motorola Solutions DSUs includes accrued dividend equivalents.

Directors	Options	Deferred Stock Units	Restricted Stock
Kenneth C. Dahlberg		4,905	
David W. Dorman		53,365	
Michael V. Hayden		9,184	
Judy C. Lewent	7,562	6,365	
Anne R. Pramaggiore		3,959	
Samuel C. Scott III	7,562	25,810	1,739
Bradley E. Singer		3,916	
John A. White	7,562	37,256	77
Former Director:			
William J. Bratton			

(4) The aggregate amount of perquisites and personal benefits given to each named director valued on the basis of aggregate incremental cost to the Company was less than $10,000 for each director. Accordingly, no such amounts are reported in this column.

(5) These amounts represent matching gift contributions made by the Motorola Solutions Foundation at the request of the director to charitable institutions in the director s name pursuant to the Company s charitable matching gift program that is available to all U.S. employees and directors.

(6) This amount consists of earnings under the Motorola Solutions Management Deferred Compensation Plan in excess of the threshold for 2013 above-market earnings established pursuant to SEC rules. As of January 1, 2006, new non-employee directors were not eligible to participate in the plan. Dr. White is the only non-employee director who participates in this plan.

(7) Mr. Bratton resigned from the Board on December 10, 2013.

Director Stock Ownership Guidelines

Our Board stock ownership guidelines provide that non-employee directors are expected to own Common Stock with a value equivalent to at least five times the annual cash retainer fee for directors by five years after the date of joining the Board. In addition, directors are required to hold all shares paid or awarded by the Company until their termination of service, other than shares acquired through the exercise of options awarded to directors. For the purposes of these guidelines, Common Stock includes deferred stock units. Until such time as the obligation to own five times the annual cash retainer has passed, the previous requirement of four times the annual cash retainer within five years of joining the Board will remain in effect for all members of the Board as of November 9, 2011. As of December 31, 2013, all non-employee directors were in compliance with the stock ownership guidelines.

DIRECTOR RETIREMENT PLAN AND INSURANCE COVERAGE

In 1996, the Board terminated its retirement plan and no current non-employee directors are entitled to receive retirement benefits. In 1998, Mr. Scott and Dr. White, the only current directors with interests in the plan, converted their accrued benefits in the retirement plan into shares of restricted Common Stock. They may not sell or transfer these shares and these shares are subject to repurchase by Motorola Solutions until such directors are no longer members of the Board because: (1) they do not stand for re-election or are not re-elected, or (2) of their disability or death.

Non-employee directors are covered by insurance that provides accidental death and dismemberment coverage of $500,000 per person. The spouse of each such director is also covered by such insurance when traveling with the director on business trips for the Company. The Company pays the premiums for such insurance. The total premiums for coverage of all such non-employee directors and their spouses during the year ended December 31, 2013 were $2,160.

Table of Contents

PROPOSAL NO. 2 ADVISORY APPROVAL OF THE COMPANY EXECUTIVE COMPENSATION

In accordance with Section 14A of the Exchange Act we are providing our stockholders with the opportunity to vote to approve, on a nonbinding, advisory basis, the compensation of our NEOs as disclosed in this Proxy Statement. The Board has adopted a policy providing for annual say-on-pay advisory votes. Although the vote is non-binding, the Board and Compensation and Leadership Committee will review and consider the outcome of the vote when considering future executive compensation arrangements. In deciding how to vote on this proposal, the Board encourages you to read the Compensation Discussion and Analysis, below, for a detailed description of our executive compensation philosophy and programs. In particular, you should consider the following factors, which are more fully discussed in the Compensation Discussion and Analysis:

- We actively engage our stockholders on their views and consider this input when designing our executive compensation programs.

- Our programs are designed to pay for performance, so NEOs receive the majority of their total compensation based on the performance of the Company.

- Our executive compensation program incorporates many leading practices to ensure ongoing good governance, including eliminating the excise tax gross-up for our CEO on March 10, 2014.

For the reasons discussed above, the Board unanimously recommends that stockholders vote in favor of the following resolution:

Resolved, that the stockholders approve, on an advisory basis, the compensation of the named executive officers, as described in the Compensation Discussion and Analysis, the 2013 Summary Compensation Table and other related tables and disclosures in this Proxy Statement.

RECOMMENDATION OF THE BOARD

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL OF THE COMPANY S EXECUTIVE COMPENSATION. UNLESS OTHERWISE INDICATED ON YOUR PROXY, YOUR SHARES WILL BE VOTED FOR THE APPROVAL OF THE COMPANY S EXECUTIVE COMPENSATION.

Table of Contents

COMPENSATION DISCUSSION AND ANALYSIS

NAMED EXECUTIVE OFFICERS

Our Compensation Discussion and Analysis (the CD&A) describes Motorola Solutions executive compensation philosophy and programs which are governed by the Compensation and Leadership Committee (the Committee). The CD&A includes 2013 total compensation for our NEOs who are listed below.

Named Executive Officer	Title
Gregory Q. Brown	Chairman and Chief Executive Officer
Gino A. Bonanotte	Executive Vice President and Chief Financial Officer
Edward J. Fitzpatrick	Executive Vice President and Former Chief Financial Officer
Mark F. Moon	Executive Vice President and President, Sales & Product Operations
Michele A. Carlin	Senior Vice President Human Resources and Communications
Eduardo F. Conrado	Senior Vice President, Marketing and IT
Eugene A. Delaney	Former Executive Vice President

EXECUTIVE SUMMARY

2013 was a challenging year overall and our 2013 business performance was below our operating plan. However, our three-year performance ending in 2013 was strong as highlighted by solid returns to our stockholders. As a result of our performance, and consistent with our pay for performance philosophy, our incentive plans paid out as follows:

- Our 2013 Executive Officer Short Term Incentive Plan (STIP) resulted in a below target payout reflecting our operating earnings and free cash flow results below our operating plan; and

- Our 2011-2013 Long Range Incentive Plan (LRIP), which is based on Motorola Solutions total shareholder return (TSR) relative to our comparator group, resulted in an above target payout and was the first completion and payout of an LRIP cycle since the implementation of new LRIP cycles in 2011.

Our NEOs 2013 total compensation is higher than their 2012 total compensation, which is a result of three factors: (1) above target 2011-2013 LRIP payout, (2) larger stock option and restricted stock unit (RSU) grants that were made during 2013 based on 2012 performance, and (3) lower comparable 2012 total compensation due to the absence of a completed LRIP cycle and payout in 2012.

Our compensation program is a critical component to support our ability to attract, retain and motivate key talent necessary to deliver on our purpose to help people be their best in the moments that matter. We believed our 2012 compensation program was fundamentally sound and aligned to stockholder interests and therefore, made no changes to our compensation program for 2013. As part of our continuous review of our compensation program, we evaluated our position on excise tax gross-ups and we amended the CEO s employment agreement on March 10, 2014 to remove the gross-up for excise taxes and decrease the minimum annual bonus target from 220% to 150% effective in 2014.

Our 2013 Performance Did Not Meet Our Operating Plan;

Our 2011-2013 Performance Is Highlighted By Significant Return To Our Stockholders

2013 reflected mixed results as the Company continued to focus on our strategy of profitable growth and improved operating leverage. Overall, 2013 sales were flat and operating earnings were slightly down from 2012 ending the year at $8.7 billion and $1.2 billion respectively. Our Government segment continued to demonstrate resiliency coming off of a record year in 2012. This comes despite a challenging second half in our Federal business related to the U.S. Government shutdown and declines in our Asia Pacific Middle East region. Overall, the Government segment ended 2013 with a 1% increase in sales over 2012 and improved operating earnings of $979 million. The Enterprise segment experienced cyclical weakness in the first half of the year, primarily due to delayed spending by our customers as they continue to address a challenging macroeconomic environment. Our Enterprise segment ended 2013 with a 2% decrease in sales over 2012 and lower operating earnings of $236 million. Both business segments continue to introduce new products and secured contracts with several new key customers in 2013.

Table of Contents

We continued to strengthen our product portfolio, returned significant capital to stockholders and delivered solid returns to stockholders. We generated approximately $944 million of cash flow from operations in 2013, compared to $1.1 billion in 2012. Total stockholder return lagged our comparator companies in 2013, but outperformed our comparators over the three years ending in 2013, driven by strong returns in both 2011 and 2012. In addition, the Company returned significant capital to stockholders in the form of $1.7 billion in share repurchases and $292 million in dividends for a total of $2 billion in 2013, and $5.8 billion in total during 2011 through 2013.

2013 Compensation Program Overview

Our compensation program includes a mix of the following fixed and variable elements:

Table of Contents

Our Incentives Based On 2013 Performance Resulted In Below Target Payouts;

Our Incentives Based On 2011-2013 Total Shareholder Return Resulted In Above Target Payouts

To support our pay for performance philosophy, the 2013 executive compensation program used a mix of fixed and at-risk elements and provided alignment to short- and long-term business goals through short- and long-term incentives.

Our STIP is tied to achieving operating earnings and free cash flow targets that measure profits from sales and provide a clear view of our ability to generate cash to both invest in future growth and appropriately return capital to stockholders. These two measures are commonly tracked by industry investors and we believe drive long-term, sustainable stockholder value.

Our long-term incentive program incorporates stock price appreciation hurdles for vesting of both stock options and RSUs and a relative TSR measure in our LRIP to reward both long-term stock price appreciation and value delivered to our stockholders that exceeds that of our comparator companies.

In 2013, lack of growth in operating earnings and lower operating cash flow resulted in a below target payout under our STIP. Our 2011 to 2013 total return to stockholders (stock price appreciation plus dividends) was 67% over the three year period 2011-2013, which exceeded the comparator median of 43%; resulting in an above target payout for the 2011-2013 LRIP cycle of 155% of target due to a #4 rank in the comparator group. See Long Range Incentive Plan for comparator group details.

Response to 2013 Stockholder Vote and Stockholder Engagement Process

At the 2013 Annual Meeting, our stockholders approved the advisory vote on our executive compensation with 68% support. This result was an improvement from the 58% favorable vote received in 2012, but still not at desired levels. Significant compensation program changes have been implemented since 2011, which we believe created a fundamentally sound program aligned with stockholder interests. During our March/April 2013 stockholder engagement we heard no major concerns about the 2012 executive compensation program from those stockholders with whom we spoke. The outcome of the 2013 advisory vote, however, highlighted the need to continue our shareholder engagement efforts to ensure investors have a complete understanding of our executive compensation programs and how they have evolved as we realign our practices with changes to our business.

In order to allow careful consideration of the 2013 stockholder vote, the Committee delayed for a week the annual equity grant normally scheduled to immediately follow the meeting. After careful review of the results of our 2013 say-on-pay vote, the Committee discussed the terms of the grant and reaffirmed our belief that the current compensation program fundamentals are sound and aligned with stockholder interests. Therefore, the 2013 compensation program contains no changes from 2012 and continues to exclude those legacy practices previously eliminated.

We actively engage our stockholders on their views of our program design and individual pay actions and take that information into consideration when assessing program design. Stockholder views are solicited on an ongoing basis, with specific outreach efforts conducted two times a year that are focused on institutional investors with larger stockholdings and stockholder advocates and proxy advisory firms. Our November/December outreach is designed to gain feedback on the results of the previous Annual Meeting and any concerns about our pay programs and disclosures. Our March/April outreach is designed to answer questions, hear concerns and provide clarifications, if necessary, leading up to the Annual Meeting and ensure stockholders are effectively informed about our programs in advance of the advisory vote on executive compensation. Since 2011, stockholder views were one factor considered when addressing several legacy compensation-related practices, the elimination or redesign of which we believe has strengthened stockholder satisfaction with our programs.

Table of Contents

Our stockholder engagement is not just a one-time event, but supplements our ongoing investor relations efforts including monitoring best practices, engaging investors and stockholder groups on pay topics, and seeking ongoing feedback on pay practices and corporate governance. During our recent November/December 2013 engagement, we received generally positive support for our compensation program design, including pay programs, approach, and overall governance. The primary investor feedback from this engagement highlighted the need to redesign our proxy statement to provide a simple and concise summary of our executive compensation philosophy, approach and programs. In addition, through our stockholder engagement process, we received feedback that our elimination of excise tax gross-ups for the broader population was well received, and that elimination of excise tax gross-ups for the CEO would be similarly well received. Therefore, we evaluated our position on excise tax gross-ups and on March 10, 2014 the employment agreement with Mr. Brown was amended to remove the excise tax gross-up provision. See Employment Agreements for more information.

We continue to increase our engagement efforts each year and remain committed to taking into account the results of future stockholder votes and ongoing dialogues with our stockholders when reviewing our compensation program and practices.

Our Executive Compensation Program is Aligned to our Business Strategy and Features Many Leading Practices

A significant percentage of target total direct compensation, 90% for the CEO, is at risk and linked to actual performance.

Performance measures are linked to near term operating objectives and delivery of long-term value to stockholders through both relative and absolute stock price performance.

The Committee retains an independent compensation consultant to review the Company s compensation program and practices.

The independent compensation consultant reviews our pay and performance relationship annually and the Committee validates the alignment.

There are maximum payout caps in the STIP and LRIP.

The Company provides limited executive perquisites and no excise tax gross-ups (including for the CEO, whose contract was amended to eliminate the excise tax gross-up on March 10, 2014).

Table of Contents

Executives are required to hold stock equal to 6x salary for the CEO and 3x salary for each of the NEOs.

Compensation is subject to claw-back in the event of certain financial restatements.

Hedging of Company securities is prohibited.

No NEOs have pledged any Company equity.

We conduct regular risk assessments of our compensation programs and practices.

We Have a Strong Focus on Talent Management and Link Talent and Pay Decisions

Our talent programs foster the development of globally diverse executives from within our own organization. This philosophy encourages our key talent to adopt a long-term focus on our business and avoids lengthy and disruptive transitions associated with extensive external hiring. Our pay decisions support our talent objectives by not only considering individual and Company performance, but also long term potential, key retention needs and organizational succession plans. We developed our CEO Leadership Forum to support our philosophy of promoting from within. The CEO Leadership Forum is a comprehensive accelerated development experience for our high potential executives. A multi-faceted process is used which includes new and expanded job assignments, formal learning, and coaching and engagement with our management executive committee, our CEO and the Board. The CEO Leadership Forum provides a focused opportunity to drive increased engagement and retention by demonstrating investment in participating executives that builds their long-term value to the organization.

Program Development is Guided by Independent Experts

The Committee engages an independent consultant, Compensation Advisory Partners (CAP), to advise on the Company s executive compensation strategy and program design and to provide regulatory and market trend updates. The consultant carries out compensation reviews as directed by the Committee and provides recommendations on specific compensation for our CEO and input on specific compensation recommendations for our other executive officers.

In 2013, the Committee continued to engage CAP as its independent compensation consultant. CAP participates in Committee meetings, including occasional discussions with the Committee without management present to ensure impartiality on certain decisions. During 2013, the Committee also reviewed the independence of CAP using assessment criteria that aligned with the new SEC and related New York Stock Exchange rules adopted in 2012. The Committee concluded that CAP was independent and had no conflicts of interest.

2013 EXECUTIVE COMPENSATION PROGRAM

Compensation Philosophy, Practices & Program Design Inputs

Our philosophy is to provide reward programs that attract, retain and motivate the right people, in the right place, at the right time. We strive to provide a total compensation package that is competitive with the prevailing practices in the industries and countries in which we operate, allowing for above average total compensation when justified by business results and individual performance. Program design is guided by these principles:

Principle	Description
Business Driven	Incentives are aligned with the Company s business goals and avoid excessive risk taking
Performance	Programs create an effective link between pay and performance at both the Company and individual level

Differentiated Market	Total compensation package is competitive to attract, retain and motivate top talent needed to successfully execute our business strategy
Competitive Ownership	Compensation is aligned with stockholder interests by delivering meaningful equity awards and maintaining robust stock ownership guidelines
Oriented Simplicity	Employee engagement is driven through simple, cost-efficient plan design

The Committee reviews the executive compensation program design and executive pay levels annually. As part of this annual review, our independent compensation consultant, CAP, provided executive compensation market data, information on current market practices and trends, and alternatives to consider for determining compensation for our Section 16 Officers including the NEOs. The Committee benchmarked our compensation program design, executive pay and performance against a group of comparator companies that are publicly traded and comparable to Motorola Solutions in market segment, product offerings, revenue and market value. The Committee believes Motorola Solutions competes against these companies for executive talent and stockholder investment. The Committee reviews the composition of the comparator group annually with the assistance of its independent compensation consultant. Aruba Networks, Inc. and Johnson Controls, Inc. were removed from the comparator group for 2013 to position Motorola Solutions closer to the median revenue of the group. The same comparator group used for pay and performance benchmarking is also used for relative TSR measurement comparisons in the LRIP.

Table of Contents

2013 Comparator Group[1]

Company Name	Revenue ($M)	Market Cap ($M)
Danaher Corp.	$18,260	$53,824
Eaton Corp.	$16,311	$36,119
Emerson Electric Co.	$24,669	$49,485
Harris Corp.	$5,112	$7,461
Honeywell International, Inc.	$37,665	$71,696
Ingersoll-Rand PLC	$14,035	$17,746
JVC Kenwood	$3,255	$274
NCR Corp.	$5,730	$5,668
Parker-Hannifin Corp.	$13,016	$19,198
Raytheon Company	$24,414	$28,976
Rockwell Collins, Inc.	$4,610	$9,993
TE Connectivity Ltd.	$13,280	$22,616
Tyco International Ltd.	$10,647	$19,096
Motorola Solutions	$8,698	$17,463

[1] Information as of last reported fiscal year; Intermec, Inc. removed from original group when acquired by Honeywell.

To supplement our comparator group data, the Committee also considers data from compensation surveys that include data from companies of similar size and business segments to Motorola Solutions. Surveys considered in the 2013 review included:

Survey	Publisher
U.S. Compensation Data Bank (CDB) TriComp Executive Database	Towers Watson & Co.
Radford Global Technology Survey	Radford, an Aon Hewitt consulting company
US Global Premium Executive Remuneration Suite Fortune 500® Organizations	Mercer LLC

The Committee uses the 50th percentile of our comparator group as a guideline for establishing target total compensation for our NEOs. In addition, the Committee considers the various elements of compensation based on role scope and accountabilities, experience, individual performance and market practices. The Committee evaluated each NEOs pay relative to market compensation, as shown below, when setting 2013 compensation:

NEO	Competitive Market Position
Brown, Carlin and Conrado	Target total compensation between the 50th percentile and 75th percentile of market
Moon	Target total compensation between the 25th percentile and the 50th percentile of market
Bonanotte	Target total compensation at the 25th percentile of market (reflects 2013 review after promotion)

Table of Contents

A significant portion of our NEOs compensation is delivered through both short- and long-term incentives linked to financial and stock price performance, some of which is based on relative and not just absolute performance.

Base Salary

Base salaries are set by the Committee with the Board s concurrence for the CEO. When setting the base salary level for each NEO, the Committee references the 50th percentile of the comparator group, as well as considering external market conditions, and each NEO s individual performance, experience, internal comparisons, and succession plans.

Short-term Incentives

The STIP is an annual cash incentive award based on Motorola Solutions achievement of performance measures and assessment of individual performance.

Actual awards are based on the executive s target incentive award opportunity, achievement of performance measures (Business Performance Factor) and assessment of individual performance (Individual Performance Factor). The payout range for both the Business Performance Factor and the Individual Performance Factor is from 0% to 140% resulting in a total plan maximum payout opportunity of 196% of target. The incentive target opportunity for each NEO was determined based on market data from our comparator group.

For 2013, the Business Performance Factor was determined based on achievement of operating earnings (weighted 65%) and free cash flow (weighted 35%) goals. Operating earnings is important to the Company since it measures our profits from sales and free cash flow is important since it measures the cash available after capital expenditures. The two measures are common performance measures inside and outside of our industry, and we believe they are appropriate performance measures that drive our annual business performance, and ultimately long-term stockholder value. Additionally, they are fundamental measurements that are used in many other financial calculations we measure that show levels of profitability, business liquidity and rates of return.

Table of Contents

A rigorous process is used at the start of each year to determine the range of performance for each measure and includes analysis of factors such as: prior year financial results, market share, projected revenue growth, margins and operating expenditures and other macroeconomic and industry considerations. The range of performance for both measures was linked to the 2013 operating plan and approved by the Board in the first quarter of 2013. The range of performance and 2013 results are shown in the following table:

Business Performance Measure	Minimum	Target	Maximum	2013 Actual Results	Business Performance Factor	Measure Weight	Weighted Result
Operating Earnings[1] (in millions)	$1,424	$1,675	$1,926	$1,527	0.63	65%	0.41
Free Cash Flow[2] (in millions)	$701	$935	$1,122	$753	0.52	35%	0.18
2013 STIP Business Performance Factor							**0.59**

1 Operating Earnings is our reported Non-GAAP operating earnings which does not include reorganization of business, stock based compensation, and intangible amortization.

2 Free Cash Flow is defined as net cash provided by operating activities less capital expenditures.

The Individual Performance Factor for each NEO is discussed in more detail below in Compensation Decisions for 2013.

Long-term Incentives

The Long-term Incentives (LTI) are delivered through a portfolio of three different vehicles all of which are performance-based and designed to achieve a balancing of objectives within the overall program. We believe this portfolio of vehicles incents our NEOs to:

- Focus on long-term performance that drives value for stockholders.
- Outperform comparator companies in the market.
- Achieve absolute stock price appreciation over a set period of time. Maximum value is only realized through these programs when the Company achieves stock price appreciation and relative performance that exceeds that of our comparators.

Table of Contents

Long Range Incentive Plan

The LRIP is a performance-based, multi-year incentive plan for our senior executives, including the NEOs. We maintain overlapping three year cycles with a grant made annually and currently have three active cycles (2012-2014, 2013-2015 and 2014-2016). Our NEOs LRIP targets were designed to deliver one-third of the total LTI value. The Committee determines the total LTI value with reference to market levels determined through the benchmarking completed by the independent consultant to the Committee. Each performance cycle uses a comparator group for that cycles pay and performance analysis and for relative TSR measurement. The TSR calculation uses a three-month average stock price at the beginning (three months preceding performance cycle start) and ending (final three months in performance cycle plus value of reinvested dividends) of the period for measurement purposes. This approach minimizes, to some extent, the impact of a single beginning and ending point stock prices for each performance cycle. A TSR factor is then determined with reference to the Company s ranking within the comparator group of companies based on the approved payout scale for the respective cycle.

If the resulting TSR performance for Motorola Solutions is negative, the Committee will have discretion to reduce the final payout up to a 25% reduction of the calculated payout.

Comparator companies are reviewed annually and are not changed for any performance cycle once they are approved by the Committee. As our business changes, modifications to the comparator group may be necessary to ensure appropriate comparators are included for each annual LRIP cycle.

Stock Options & Restricted Stock Units

In 2013, the Committee granted stock options and RSUs under the Motorola Solutions Omnibus Incentive Plan of 2006 (the 2006 Plan) to the NEOs that have performance-contingent vesting based on the achievement of a 15% stock price appreciation hurdle over a set period of time (as described below). These equity awards delivered two-thirds of the total LTI value and were a combination of stock options (67% of equity value) and RSUs (33% of equity value).

The performance-contingent stock options and RSUs granted to all the NEOs in 2013 will vest on the later of:

- One-third on each of the first, second and third anniversaries of the date of grant; and
- When the average closing price of our Common Stock for any fifteen consecutive trading days is greater than $66.08 (the 15% stock price appreciation hurdle).

On December 31, 2013, the 15% stock price appreciation hurdle was achieved; accordingly, the 2013 stock option and restricted stock units will vest one-third annually on each of the first, second and third anniversaries of the grant date, contingent upon continued employment through each vesting date.

Timing and Grant Practices of Global Equity Awards

In 2012, we implemented significantly reduced eligibility for our Company-wide annual equity grant and maintained eligibility for special grants on a highly selective basis to align our stock-based compensation programs to market and reduce our share usage rate and annual stock-based compensation expense.

As a result of these changes, our share usage (equity grants as a percentage of common shares outstanding) in both 2012 and 2013 was significantly less than in 2011. Given this reduced share usage, we expect our stock-based compensation expense to decrease over the next two years after the expense from previous grants made to a broader population has been fully recognized. We plan to continue to closely manage our equity granting practices to ensure our share usage and stock-based compensation expense remain in line with competitive levels.

Historically, the grant date for our annual equity awards has been within a few days of the annual stockholders meeting in May. In 2014, the Committee approved the grants of all equity awards to employees at its meeting on March 10, 2014. This new timing, which was approved by the Committee in 2013, allowed the Company to better align the receipt of equity awards with the assessment of prior year performance and achievement of business goals. We do not structure the timing of equity awards to precede or coincide with the disclosure of material non-public information. All equity grants made to Section16 officers are approved by the Committee, with concurrence by the Board for grants to the CEO.

The Committee has also delegated authority to the most senior human resources executive to make off-cycle equity grants to newly hired or promoted employees, in recognition of outstanding achievement or for retention. Grants are made on the first trading day of the month following the date of hire, promotion, recognition or retention.

Table of Contents

Executive Benefits and Perquisites

To enhance our ability to attract and retain talented executives in a highly competitive talent market, we provide the benefits and perquisites detailed in the following table:

Benefit or Perquisite	Named Executives	Other Executives & Managers	All Eligible Full-Time Employees
Retirement[1], Saving and Stock Purchase Plans			
Health and Welfare Benefits[2]			
Deferred Compensation			
Financial Planning			
Executive Physicals			
Security Services	CEO		
Personal Use of Corporate Aircraft[3]			

[1] Pension provided to US-based eligible employees hired prior to Jan 1, 2005

[2] Includes medical, dental, vision, group life insurance, business travel accident insurance, short and long-term disability and work life and programs.

[3] In limited circumstance, and approved by the CEO, other employees are permitted to use our corporate aircraft for personal purposes.

COMPENSATION DECISIONS FOR 2013

Gregory Q. Brown, Chairman and Chief Executive Officer

Mr. Brown s total compensation reflects a challenging performance year in 2013 following strong performance in the prior two years. Mr. Brown s total compensation increased in 2013 due to the above target payout under the 2011-2013 LRIP, larger stock option and restricted stock unit awards in 2013 based on 2012 performance, and lower total compensation in 2012 due to the absence of a completed LRIP cycle. Mr. Brown s STIP payment was below target based on Company performance with no additional adjustment made to the amount based on his individual performance.

ELEMENT	TARGET COMPENSATION	ACTUAL COMPENSATION	FACTORS INFLUENCING AMOUNT
BASE SALARY	$1,200,000	$1,200,000	In January 2013, the Committee and Board reaffirmed Mr. Brown s base salary of $1,200,000 for 2013
STIP AWARD	$2,640,000	$1,557,600	Eligible Earnings $1,200,000 x Target 220% x BPF 0.59 x IPF 1.0 = STIP Award $1,557,600 While revenue growth was below plan, the Company achieved record EPS, cash flow, operating margin and backlog levels. Operating margin and ROIC were above the market median of our comparators. Mr. Brown also accelerated the development of key executive talent, as evidenced by internal promotions to the CFO and General Counsel roles, and the ongoing success of the CEO Leadership Forum.
TOTAL CASH COMPENSATION	$3,840,000	$2,757,600	
LTI CASH	$3,000,000	$4,650,000	Base Salary x Target x = LRIP Award

PAYMENT (2011-2013 LRIP)				TSR Payout Factor $1,200,000 250% 155% $4,650,000 Relative TSR rank of #4 resulted in 155% of target payout
LTI	**2013-2015 LRIP**	$3,000,000		Base Salary x Target = LRIP Target $1,200,000 250% $3,000,000 Payout based on relative TSR performance through 2015
	STOCK OPTIONS	$3,335,000	$3,334,996	Represents grant date fair value; actual value realized will be based on stock price when/if the vested options are exercised and when the vested RSUs are sold
	RSUS	$1,665,000	$1,572,805	
2013 TOTAL COMPENSATION[1]		$11,840,000	$12,315,401	Actual Total Compensation is listed in Summary Compensation Table

[1] 2013 Total Target Compensation excludes LTI cash payment for 2011-2013 LRIP which was included in 2011 target total compensation

Table of Contents

Gino A. Bonanotte, Executive Vice President & Chief Financial Officer

Key Talent Management Actions   Promoted from within to assume the Chief Financial Officer role

Mr. Bonanotte s target compensation was adjusted twice in 2013. In August, when he was named Acting Chief Financial Officer, his base salary was increased to $365,000 and his STIP and LRIP targets remained unchanged at 65% and 40% respectively. At this time, he also received a $350,000 equity grant in recognition of his additional responsibilities as Acting CFO. In November, when Mr. Bonanotte was appointed Chief Financial Officer, he received an additional base salary increase to $525,000, a STIP target increase from 65% to 95% of base salary and prorated LRIP target increases to 150% (2013-2015 cycle), 115% (2012-2014 cycle) and 115% (2011-2013 cycle) for each of the respective open cycles at the time of his promotion. Although no additional equity grant was provided when Mr.Bonanotte was named CFO in November, an additional grant was made on March 10, 2014 to bring his compensation in line with peers.

ELEMENT		TARGET COMPENSATION	ACTUAL COMPENSATION	FACTORS INFLUENCING AMOUNT
BASE SALARY		$525,000	$342,607	In April 2013, Mr. Bonanotte received a base salary merit increase from $300,000 to $309,000. In August, the Committee approved a base salary increase to $365,000 when he was named Acting CFO. In November, the Committee approved a base salary increase to $525,000 when he was named CFO.
STIP AWARD		$361,531	$139,200	Eligible Earnings $342,607 x Target 68.86% x BPF 0.59 x IPF 1.0 = STIP Award $139,200 Mr. Bonanotte demonstrated an outstanding focus, as evidenced by strong working capital performance in Q4. He quickly and credibly engaged with our key investors and initiated significant talent movement within the Finance organization.
TOTAL CASH COMPENSATION		$886,531	$481,807	
LTI CASH PAYMENT (2011-2013 LRIP)		$119,886	$185,823	Base Salary $260,000 x Target 46.11% x TSR Payout Factor 155% = LRIP Award $185,823 Relative TSR rank of #4 resulted in 155% of target payout
LTI	2013-2015 LRIP	$282,510		Base Salary $300,000 x Target 94.17% = LRIP Target $282,510 Payout based on relative TSR performance through 2015
LTI	STOCK OPTIONS[1]	$230,825	$243,742	Represents grant date fair value; actual value realized will be based on stock price when/if the vested options are exercised and when the vested RSUs are sold
LTI	RSUs[1]	$342,475	$360,330	
2013 TOTAL COMPENSATION[2]		$1,742,341	$1,271,702	Actual Total Compensation is listed in Summary Compensation Table

[1] Target and actual stock option and RSU amounts reflect value of annual and promotional equity

[2] 2013 Total Target Compensation excludes LTI cash payment for 2011-2013 LRIP which was included in 2011 target total compensation

Table of Contents

Edward J. Fitzpatrick, Executive Vice President & Former Chief Financial Officer

Key Talent Management Actions   No longer served as Chief Financial Officer as of August 2013

Mr. Fitzpatrick no longer served as Chief Financial Officer as of August 2013. To assist in an orderly transition of the CFO position, Mr. Fitzpatrick continued as an Executive Vice President through and after December 2013. When Mr. Fitzpatrick separates from the Company in 2014, he will be entitled to receive severance benefits under the terms of the Company s plans and arrangements available to senior executive officers. The pay actions described below reflect those made while Mr. Fitzpatrick remained in the CFO position.

ELEMENT		TARGET COMPENSATION	ACTUAL COMPENSATION	FACTORS INFLUENCING AMOUNT
BASE SALARY		$600,000	$597,711	In January 2013, the Committee approved a base salary increase from $565,000 to $600,000 as a market adjustment
STIP AWARD		$570,000	$335,000	Eligible Earnings $597,711 x Target 95% x BPF 0.59 x IPF 1.0 = STIP Award $335,000 Mr. Fitzpatrick served as Chief Financial Officer until August 2013, and worked to ensure a smooth transition to his successor, Mr. Bonanotte, during the remainder of the year.
TOTAL CASH COMPENSATION		$1,170,000	$932,711	
LTI CASH PAYMENT (2011-2013 LRIP)		$675,000	$1,046,250	Base Salary $450,000 x Target 150% x TSR Payout Factor 155% = LRIP Award $1,046,250 Relative TSR rank of #4 resulted in 155% of target payout
LTI	2013-2015 LRIP	$649,750		Base Salary $565,000 x Target 115% = LRIP Target $649,750 Payout based on relative TSR performance through 2015
	STOCK OPTIONS	$833,917	$833,910	Represents grant date fair value; actual value realized will be based on stock price when/if the vested options are exercised and when the vested RSUs are sold
	RSUS	$416,333	$393,281	
2013 TOTAL COMPENSATION[1]		$3,070,000	$3,206,152	Actual Total Compensation is listed in Summary Compensation Table

[1] 2013 Total Target Compensation excludes LTI cash payment for 2011-2013 LRIP which was included in 2011 target total compensation

Table of Contents

Mark F. Moon, Executive Vice President & President Sales & Product Operations

Key Talent Management Actions   Assumed expanded responsibilities for Product Operations

Mr. Moon assumed increased responsibilities for Product Operations in January 2013. Mr. Moon s additional responsibilities were taken into account for pay action decisions in 2013 that were designed to move Mr. Moon toward a more competitive market position. These pay actions included a 10.6% base salary increase and a 33% increase to his target total long-term incentive. No change was made to his STIP target which remained at 95% of base salary. All pay actions described below reflect decisions based on Mr. Moon s expanded role.

ELEMENT		TARGET COMPENSATION	ACTUAL COMPENSATION	FACTORS INFLUENCING AMOUNT
BASE SALARY		$625,000	$621,096	In January 2013, the Committee approved a base salary increase from $565,000 to $625,000 as a market adjustment to reflected increased responsibilities
STIP AWARD		$656,250	$327,100	Eligible Earnings $621,096 x Target 105% x BPF 0.59 x IPF 0.85 = STIP Award $327,100 While Mr. Moon successfully integrated the sales and product organizations and overall backlog was higher, our revenue plans were missed.
TOTAL CASH COMPENSATION		$1,281,250	$948,196	
LTI CASH PAYMENT (2011-2013 LRIP)		$427,500	$662,625	Base Salary $450,000 x Target 95% x TSR Payout Factor 155% = LRIP Award $662,625 Relative TSR rank of #4 resulted in 155% of target payout
LTI	2013-2015 LRIP	$791,000		Base Salary $565,000 x Target 140% = LRIP Target $791,000 Payout based on relative TSR performance through 2015
LTI	STOCK OPTIONS	$1,073,203	$1,073,199	Represents grant date fair value; actual value realized will be based on stock price when/if the vested options are exercised and when the vested RSUs are sold
LTI	RSUS	$535,797	$506,086	
2013 TOTAL COMPENSATION[1]		$3,681,250	$3,190,106	Actual Total Compensation is listed in Summary Compensation Table

[1] 2013 Total Target Compensation excludes LTI cash payment for 2011-2013 LRIP which was included in 2011 target total compensation

Table of Contents

Michele A. Carlin, Senior Vice President, Human Resources & Communications

Key Talent Management Actions Assumed expanded responsibilities for Communications

Ms. Carlin assumed increased responsibilities for Communications in August 2013. The Committee determined no immediate adjustments to Ms. Carlin s total target direct compensation were necessary, but will continue to monitor her competitive positioning given her increased responsibilities.

ELEMENT		TARGET COMPENSATION	ACTUAL COMPENSATION	FACTORS INFLUENCING AMOUNT
BASE SALARY		$430,000	$430,000	In January 2013, the Committee reaffirmed Ms. Carlin s base salary of $430,000 for 2013
STIP AWARD		$322,500	$190,300	Eligible Earnings $430,000 x Target 75% x BPF 0.59 x IPF 1.0 = STIP Award $190,300 Ms. Carlin drove our enterprise-wide focus on talent management, including our innovative approach to executive development, the CEO Leadership Forum. She also led the HR organization as it supported major workforce actions and restructurings, and represented the Company externally on HR issues, actively bringing the Company an outside-in perspective.
TOTAL CASH COMPENSATION		$752,500	$620, 300	
LTI CASH PAYMENT (2011-2013 LRIP)		$332,000	$514,600	Base Salary $415,000 x Target 80% x TSR Payout Factor 155% = LRIP Award $514,600 Relative TSR rank of #4 resulted in 155% of target payout
LTI	2013-2015 LRIP	$365,500		Base Salary $430,000 x Target 85% = LRIP Target $365,000 Payout based on relative TSR performance through 2015
	STOCK OPTIONS	$423,212	$423,209	Represents grant date fair value; actual value realized will be based on stock price when/if the vested options are exercised and when the vested RSUs are sold
	RSUS	$211,288	$199,559	
2013 TOTAL COMPENSATION[1]		$1,752,500	$1,757,668	Actual Total Compensation is listed in Summary Compensation Table

[1] 2013 Total Target Compensation excludes LTI cash payment for 2011-2013 LRIP which was included in 2011 target total compensation

Table of Contents

Eduardo F. Conrado, Senior Vice President, Marketing & IT

Key Talent Management Actions Assumed expanded responsibilities for Information Technology

Mr. Conrado assumed increased responsibilities for Information Technology in January 2013. Mr. Conrado s additional responsibilities were taken into account for pay action decisions in 2013, with limited actions necessary due to Mr. Conrado s already strong target total compensation positioning relative to market. The only change made at the time was a 25% increase to Mr. Conrado s target total long-term incentive. No change was made to his STIP target which remained at 75% of base salary. All pay actions described below reflect decisions based on Mr. Conrado s expanded role.

ELEMENT		TARGET COMPENSATION	ACTUAL COMPENSATION	FACTORS INFLUENCING AMOUNT
BASE SALARY		$425,000	$424,346	In January 2013, the Committee approved a base salary increase from $415,000 to $425,000 as a market adjustment
STIP AWARD		$318,750	$187,800	Eligible Earnings $424,346 x Target 75% x BPF 0.59 x IPF 1.0 = STIP Award $187,800 Mr. Conrado established an innovative strategic framework for reinventing the Company s information technology organization, and aligned key programs and resources toward its execution. He is also an outstanding representative for the Company, engaging in ideation with other companies and thought leaders and bringing those ideas back into the Company.
TOTAL CASH COMPENSATION		$743,750	$612,146	
LTI CASH PAYMENT (2011-2013 LRIP)		$192,500	$298,375	Base Salary $350,000 x Target 55% x TSR Payout Factor 155% = LRIP Award $298,375 Relative TSR rank of #4 resulted in 155% of target payout
LTI	2013-2015 LRIP	$269,750		Base Salary $415,000 x Target 65% = LRIP Target $269,750 Payout based on relative TSR performance through 2015
	STOCK OPTIONS	$487,077	$487,070	Represents grant date fair value; actual value realized will be based on stock price when/if the vested options are exercised and when the vested RSUs are sold
	RSUS	$243,173	$229,697	
2013 TOTAL COMPENSATION[1]		$1,743,750	$1,627,288	Actual Total Compensation is listed in Summary Compensation Table

[1] 2013 Total Target Compensation excludes LTI cash payment for 2011-2013 LRIP which was included in 2011 target total compensation

Eugene A. Delaney, Former Executive Vice President

Key Talent Management Actions Retired from Motorola Solutions in June 2013.

Mr. Delaney announced his planned retirement from the Company in January 2013. Accordingly, pay actions made in 2013 reflect Mr. Delaney s anticipated retirement and reflect no base pay or STIP target adjustments and elimination of his participation in the 2013-2015 LRIP cycle. Payments made in connection with his retirement are disclosed in the Summary Compensation Table and the section titled Termination of Employment and Change in Control Arrangements.

Table of Contents

OTHER COMPENSATION POLICIES AND PRACTICES

Stock Ownership Guidelines

To ensure strong alignment of our senior management with the interests of our stockholders, the Company maintains stock ownership guidelines for our senior executives, including each of our NEOs. Our stock ownership requirements are expressed as a multiple of base salary as shown below:

Executive Group	Multiple of Base Salary
Chairman and Chief Executive Officer	6x
Executive Vice Presidents and Executive Committee Members	3x
Senior Vice Presidents	2x
Corporate Vice Presidents	1x

Executives subject to the guidelines must meet their ownership requirement within five years from the date they first become subject to their applicable ownership requirement. Executives who do not meet their stock ownership requirement within five years must hold 100% of net shares acquired (net of tax withholding) on the exercise of stock options and the vesting of RSUs until compliance with the stock ownership requirement is achieved.

Shares counted toward guideline achievement include directly owned shares and unvested RSUs.

The Committee reviews compliance with the ownership guidelines annually. In the Committee s last review, it was determined that all NEOs had met their stock ownership requirement, other than Mr. Bonanotte who became subject to his new 3x stock ownership requirement when he was promoted to Executive Vice President and Chief Financial Officer and will have until November 15, 2018, to comply with the guidelines.

Change In Control (CIC) Plans

The Company maintains the Senior Officer CIC Severance Plan (the New CIC Severance Plan), which was approved by our Board in January 2011 and superseded our Legacy Senior Officer CIC Severance Plan (the Legacy CIC Severance Plan) for all participants on February 1, 2014. The New CIC Severance Plan covers our NEOs (except for Mr. Brown, whose employment agreement contains change in control provisions) and our other senior executives. The Board considers the maintenance of an effective and stable management team essential to protecting and enhancing the value of the Company for the benefit of our stockholders. To that end, we recognize that the possibility of a change in control may exist and that this possibility, and the uncertainty and questions it may raise for our senior executives, may result in the distraction, and potential departure, of senior management employees to the detriment of the Company and our stockholders. The change in control provisions help to encourage the continued attention and dedication of our senior management to their assigned duties without the distraction that may arise from the possibility of a change in control event.

The New CIC Severance Plan will expire on February 1, 2015, at which time the Committee will consider whether or not to recommend to the Board to adopt a new plan. The New CIC Severance Plan employs a double trigger in order for severance benefits to be paid, meaning both a change in control event must occur and an executive must be involuntarily terminated without cause or the executive must leave for good reason within 24 months following the change in control.

The table below highlights key provisions of the New CIC Severance Plan. For a detailed description of the New CIC Severance Plan and the Legacy CIC Severance Plan, please refer to the section Change in Control Arrangements in this Proxy Statement.

CIC Provision	New CIC Severance Plan
Eligibility	Executive and Senior Vice Presidents
CIC Cash Severance Multiple	Two times base salary and target bonus
Medical Benefit Continuation	Two years

Excise Tax Gross-Up	None. Participants receive best net after-tax position of either participant s paying the excise tax or a reduction in severance benefits to a level that eliminates the imposition of excise tax

Table of Contents

Recoupment of Incentive Compensation Awards Upon Restatement of Financial Results

If, in the opinion of the independent directors of the Board, the Company s financial results require restatement due to the misconduct by one or more of the Company s executive officers (including the NEOs), the independent directors may seek a number of remedies, all of which are subject to a number of conditions including (i) whether the executive officer engaged in the intentional misconduct, (ii) whether the bonus or incentive compensation to be recouped was calculated based upon the financial results that were restated, and (iii) whether the incentive compensation calculated under the restated financial results is less than the amount actually paid or awarded. The independent directors shall review whether to require one or more remedies by directing the Company to recover all or a portion of any incentive compensation received by the executive as a result of the misconduct, as well as cancel all or a portion of the outstanding equity-based awards held by the executive (commonly referred to as a clawback policy). In addition, the independent directors may also seek to recoup any gains realized by the executive with respect to their equity-based awards, including exercised stock options and vested RSUs, regardless of when they were issued.

Impact of Favorable Accounting and Tax Treatment on Compensation Program Design

Favorable accounting and tax treatment of the various elements of our total compensation program is an important, but not the sole, consideration in its design. Section 162(m) of the Internal Revenue Code limits the deductibility of certain items of compensation paid to the CEO and certain other highly compensated executive officers (together, the covered officers) to $1,000,000 annually, unless such compensation qualifies as performance-based compensation. Our short-term and long-term incentive programs have been designed to qualify as performance-based compensation. In particular, in order to satisfy the Section 162(m) qualification requirements, under our 2006 Plan, each year the Committee allocates an incentive pool equal to 5% of our consolidated operating earnings to the covered officers under our STIP. Once the amount of the pool and the specific allocations are determined at the end of the year, the Committee can apply negative discretion to reduce (but not increase) the amount of any award payable from the incentive pool to the covered officers, as determined by the amount payable to each covered officer based on the STIP performance criteria and actual results.

For 2013, the Committee exercised this discretion to reduce the value of the awards payable under the incentive pool to the value of each such covered officer s 2013 STIP award. The Committee reserves the right to provide for compensation to executive officers that may not be deductible pursuant to Section 162(m).

Securities Trading Policy

Executives and certain other employees, including our NEOs, may not engage in any transaction in which they may profit from short-term speculative sw