

MOTOROLA INC  
Form 4  
April 25, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SCOTT SAMUEL C III

(Last) (First) (Middle)

CORN PRODUCTS  
INTERNATIONAL, 5  
WESTBROOK CORPORATE  
CENTER

(Street)

WESTCHESTER, IL 60154

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/21/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Motorola, Inc. - Common Stock	04/21/2006		M		3,352 A \$ 19.69	39,031.3154 (1) (2)	D
Motorola, Inc. -- Common Stock	04/21/2006		M		8,382 A \$ 19.89	47,413.3154 (1) (2)	D
Motorola, Inc. --	04/21/2006		S		11,734 D \$ 22.42	35,679.3154 (1) (2)	D

Common  
Stock

Motorola,  
Inc. -  
Common  
Stock

4,482 <sup>(5)</sup> I By trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Employee Director Stock Option	\$ 19.69 <sup>(3)</sup>	04/21/2006		M	3,352 <sup>(3)</sup>	06/03/1997 06/03/2006	Motorola, Inc. -- Common Stock
Non-Employee Director Stock Option	\$ 19.89 <sup>(4)</sup>	04/21/2006		M	8,382 <sup>(4)</sup>	06/02/1998 06/02/2007	Motorola, Inc. -- Common Stock

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

SCOTT SAMUEL C III  
CORN PRODUCTS INTERNATIONAL  
5 WESTBROOK CORPORATE CENTER  
WESTCHESTER, IL 60154

X

## Signatures

Carol Forsyte on behalf of Samuel C. Scott III, Director, Motorola, Inc. (Power of Attorney on File)

04/25/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes deferred stock units received pursuant to dividend equivalent rights which were credited to the reporting person when and as dividends were paid on Motorola common stock.
- (2) Includes shares acquired through the reinvestment of dividends under the Mellon Investor Services Program.  
The number of shares subject to the option and the exercise price per share have been adjusted to reflect the 3-for 1-stock split of Motorola common stock on June 1, 2000 and the distribution by Motorola, Inc. on December 2, 2004 of shares of Freescale Semiconductor, Inc. This option was previously reported as covering 1,000 shares at the time of the grant at an option exercise price per share of \$66.00.
- (3) The number of shares subject to the option and the exercise price per share have been adjusted to reflect the 3-for 1 stock split of Motorola common stock on June 1, 2000 and the distribution by Motorola, Inc. on December 2, 2004 of shares of Freescale Semiconductor, Inc. This option was previously reported as covering 1,000 shares at the time of the grant at an option exercise price per share of \$66.00.
- (4) The number of shares subject to the option and the exercise price per share have been adjusted to reflect the 3-for 1 stock split of Motorola common stock on June 1, 2000 and the distribution by Motorola, Inc. on December 2, 2004 of shares of Freescale Semiconductor, Inc. This option was previously reported as covering 2,500 shares at the time of the grant at an option exercise price per share of \$66.69.
- (5) Samuel C. Scott III is the trustee of a Money Purchase Pension Plan Trust for Samuel C. Scott III.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.