

TUT SYSTEMS INC
Form 3
December 29, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â MOTOROLA INC | | (Month/Day/Year) | TUT SYSTEMS INC [TUTS] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 12/20/2006 | | |
| 1303 EAST ALGONQUIN ROAD | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| SCHAUMBURG,Â ILÂ 60196 | | | (give title below) (specify below) | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 0 (1) (2) | I (1) (2) | See footnotes (1)(2) |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | | | |
|---------------------|--------------------|----------------------------------|----------------------------------|
| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MOTOROLA INC 1303 EAST ALGONQUIN ROAD SCHAUMBURG, IL 60196 | Â | Â X | Â | Â |

Signatures

/s/ Carol Forsythe, Corporate Vice President,
Motorola, Inc. 12/29/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Motorola, Inc. ("Motorola") is filing this Form 3 solely because Motorola may be deemed a beneficial owner pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), of 12,719,979 shares (the "Shares") of common stock of Tut Systems, Inc. ("Tut") that are subject to a Voting Agreement and Irrevocable Proxy dated as of December 20, 2006, entered into by Motorola with each of Kopp Investment Advisors, LLC, Kopp Holding Company, Kopp Funds, Inc. and Leroy C. Kopp (the "Voting Agreement") in connection with the Agreement and Plan of Merger, dated as of December 20, 2006, by and among Motorola, Motorola GTG Subsidiary V Corp., a wholly owned subsidiary of Motorola, and Tut (the "Merger Agreement"). For additional information regarding the Voting Agreement and the Merger Agreement, see the Schedule 13D filed by Motorola with the Securities and Exchange Commission on the date hereof.
- (2) Motorola disclaims beneficial ownership of the Shares and this filing shall not be deemed an admission that Motorola is the beneficial owner of the Shares for purposes of Section 16 of the Exchange Act or for any other purpose. Motorola has no "pecuniary interest" in the Shares.

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.