

Motorola Solutions, Inc.
Form 4
June 04, 2013

FORM 4

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

OMB APPROVAL

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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 *
STEVERSON LEWIS A

(Last) (First) (Middle)

MOTOROLA SOLUTIONS,
INC., 1303 E. ALGONQUIN ROAD

(Street)

SCHAUMBURG, IL 60196

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Motorola Solutions, Inc. [MSI]

3. Date of Earliest Transaction
(Month/Day/Year)
05/31/2013

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)
SVP, General Counsel & Scty

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	(D)	Price
Motorola Solutions, Inc. Common Stock	05/31/2013		M		3,236	A	\$ 43.1
					22,491.1082	D	
Motorola Solutions, Inc. Common Stock	05/31/2013		M		937	A	\$ 26.13
					23,428.1082	D	
Motorola Solutions,	05/31/2013		M		594	A	\$ 28.86
					24,022.1082	D	

Inc.
Common
Stock

Motorola
Solutions,
Inc.
Common
Stock

05/31/2013

M

48,497 A

\$
38.04

72,519.1082 D

Motorola
Solutions,
Inc.
Common
Stock

05/31/2013

M

11,843 A

\$
51.33

84,362.1082 D

Motorola
Solutions,
Inc.
Common
Stock

05/31/2013

S

65,107 D

(1)

19,255.1082 D

Motorola
Solutions,
Inc.
Common
Stock

05/31/2013

S

6,031 D

(2)

13,224 (3) D

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

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(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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option - Right to	\$ 43.1	05/31/2013		M	3,236	<u>(4)</u> 05/06/2018	Common Stock 3,236

Buy									
Employee Stock Option - Right to Buy	\$ 26.13	05/31/2013	M	937	(5)	05/07/2019	Common Stock	937	
Employee Stock Option - Right to Buy	\$ 28.86	05/31/2013	M	594	(6)	05/05/2020	Common Stock	594	
Employee Stock Option - Right to Buy	\$ 38.04	05/31/2013	M	48,497	(7)	02/22/2021	Common Stock	48,497	
Employee Stock Option - Right to Buy	\$ 51.33	05/31/2013	M	11,843	(8)	05/02/2022	Common Stock	11,843	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEVERSON LEWIS A MOTOROLA SOLUTIONS, INC. 1303 E. ALGONQUIN ROAD SCHAUMBURG, IL 60196			SVP, General Counsel & Scty	

Signatures

Kristin L. Kruska, on behalf of Lewis A. Steverson, Senior Vice President, General Counsel and Secretary (Power of Attorney on File) 06/04/2013

__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) \$58.3744 is the weighted average sales price. Prices for this transaction ranged from \$57.98 to \$58.63. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (2) \$58.5822 is the weighted average sales price. Prices for this transaction ranged from \$58.58 to \$58.5843. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (3)

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A fractional share of .1082 was liquidated by the stock plan administrator upon the sale of shares due to an administrative inability to hold a fractional share in the account, therefore the total owned has been reduced by such amount.

- (4) These options vested in four equal annual installments beginning on May 6, 2009
- (5) These options vested in four equal annual installments beginning on May 7, 2010.
- (6) These options vest in three equal annual installments beginning on May 5, 2011.
- (7) These options vest in three equal annual installments beginning on February 22, 2012.

- These options vest the later of (a) the date on which the average closing price of the company common stock for any fifteen consecutive trading days is 115% or greater than the average closing price of the company common stock for the fifteen trading days immediately preceding the date of grant on May 2, 2012 which was met on January 22, 2013 and (b) in three equal annual installments on the first, second and third anniversary of the grant date beginning on May 2, 2013.
- (8)

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

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