

YAZDI CYNTHIA
Form 3
August 30, 2018

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 | |
| YAZDI CYNTHIA | | (Month/Day/Year) | Motorola Solutions, Inc. [MSI] | |
| (Last) | (First) | (Middle) | 08/28/2018 | |
| MOTOROLA SOLUTIONS, INC., 500 WEST MONROE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CHICAGO, IL 60661 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | SVP, COS to CEO, Mrktng & Comm | |
| | | | 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) |
|---------------------------------|---|--|---|
| Motorola Solutions, Inc. | 5,433.7915 | D | ^ |

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

SEC 1473 (7-02)

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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) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|---|----------------------------|---------------|----------------------------|---|
| Employee Stock Option - (Right to Buy) | Â <u>(1)</u> | 10/01/2025 | Motorola Solutions, Inc. - Common Stock | 2,006 | \$ 67.76 | D | Â |
| Employee Stock Option - (Right to Buy) | Â <u>(2)</u> | 03/10/2026 | Motorola Solutions, Inc. - Common Stock | 6,811 | \$ 71.22 | D | Â |
| Employee Stock Option - (Right to Buy) | Â <u>(3)</u> | 11/01/2026 | Motorola Solutions, Inc. - Common Stock | 4,081 | \$ 72.32 | D | Â |
| Employee Stock Option - (Right to Buy) | Â <u>(4)</u> | 03/09/2027 | Motorola Solutions, Inc. - Common Stock | 3,054 | \$ 81.37 | D | Â |
| Employee Stock Option - (Right to Buy) | Â <u>(5)</u> | 02/15/2028 | Motorola Solutions, Inc. - Common Stock | 3,272 | \$ 106.13 | D | Â |
| Market Stock Units | Â <u>(6)</u> | Â <u>(6)</u> | Motorola Solutions, Inc. - Common Stock | 1,994 <u>(6)</u> | \$ <u>(7)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---|-------|
| | Director | 10% Owner | Officer | Other |
| YAZDI CYNTHIA MOTOROLA SOLUTIONS, INC. 500 WEST MONROE CHICAGO, IL 60661 | Â | Â | Â SVP, COS to CEO, Mrktng & Comm | Â |

Signatures

Amber J. Livingston, on behalf of Cynthia Yazdi, Senior Vice President, Chief of Staff to
Chairman and CEO, Marketing and Communications (Power of Attorney Attached)

08/30/2018

__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) These options vest in three equal annual installments beginning on October 1, 2016.
- (2) These options vest in three equal annual installments beginning on March 10, 2017.
- (3) These options vest in three equal annual installments beginning on November 1, 2017.
- (4) These options vest in three equal annual installments beginning on March 9, 2018.
- (5) These options vest in two equal annual installments beginning on February 15, 2019.

One third of the MSU award will vest on each of the first, second and third anniversaries of the date of grant and will be converted into
(6) shares of common stock based on a payout factor, provided that the MSUs will only vest if the Share Price on the Vesting Date equals at least 60% of the Share Price on the Date of Grant.

Each market stock unit ("MSU") converts into shares of common stock on a 1-for-1 basis but the number of MSUs earned varies from 0% to 200% of the target number of MSUs based on the average of the closing price of the Company's common stock on the date of grant and
(7) the thirty calendar days immediately preceding the date of grant (referred to as Share Price on Date of Grant) as compared to the closing share price of the Company's common stock on the vesting date and the thirty calendar days immediately preceding the vesting date (referred to as Share Price on Vesting Date). The target number of MSUs is reported in this Report.

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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