

Fitzpatrick Edward J.
Form 4
November 02, 2012

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 *
Fitzpatrick Edward J.

(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)
10/31/2012

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)
EVP and CFO

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 Indirect Beneficial Ownership (Instr. 4) |
|-----------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Motorola Solutions, Inc. - Common Stock | 10/31/2012 | | M | | 565 | A | \$ 30.56 |
| | | | | | 91,400.4829 | (1) | |
| Motorola Solutions, Inc. - Common Stock | 10/31/2012 | | M | | 2,232 | A | \$ 43.1 |
| | | | | | 93,632.4829 | (1) | |
| Motorola Solutions, | 10/31/2012 | | M | | 4,761 | A | \$ 18.53 |
| | | | | | 98,393.4829 | (1) | |

Inc. -
Common
Stock

Motorola
Solutions,
Inc. -
Common
Stock

10/31/2012 M 15,000 A \$ 18.11 113,393.4829⁽¹⁾ D

Motorola
Solutions,
Inc. -
Common
Stock

10/31/2012 S 22,558 D \$ 51.0346⁽²⁾ 90,835.4829⁽¹⁾ D

Motorola
Solutions,
Inc. -
Common
Stock

56.1107 I

Held in
the
Motorola
Solutions,
Inc. Stock
Fund of
the
Motorola
Solutions,
Inc.
401(k)
Plan

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) | Amount or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|-----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option | \$ <u>30.56</u> ⁽³⁾ | 10/31/2012 | | M | 565 | <u>(4)</u> | 05/06/2013 | Common Stock | 565 |

(right to
buy)

Employee
Stock

| | | | | | | | | |
|-----------------------------|------------------------|------------|---|-------|----------------|------------|-----------------|-------|
| Option (right to buy) | \$ 43.1 ⁽⁵⁾ | 10/31/2012 | M | 2,232 | ⁽⁶⁾ | 05/06/2018 | Common Stock | 2,232 |
|-----------------------------|------------------------|------------|---|-------|----------------|------------|-----------------|-------|

Employee
Stock

| | | | | | | | | |
|-----------------------------|----------------------------|------------|---|-------|----------------|------------|-----------------|-------|
| Option (right to buy) | \$ 18.53 ⁽⁷⁾ | 10/31/2012 | M | 4,761 | ⁽⁸⁾ | 12/17/2013 | Common Stock | 4,761 |
|-----------------------------|----------------------------|------------|---|-------|----------------|------------|-----------------|-------|

Employee
Stock

| | | | | | | | | |
|-----------------------------|----------------------------|------------|---|--------|-----------------|------------|-----------------|--------|
| Option (right to buy) | \$ 18.11 ⁽⁹⁾ | 10/31/2012 | M | 15,000 | ⁽¹⁰⁾ | 01/20/2019 | Common Stock | 15,000 |
|-----------------------------|----------------------------|------------|---|--------|-----------------|------------|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------------|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fitzpatrick Edward J. MOTOROLA SOLUTIONS, INC. 1303 E. ALGONQUIN ROAD SCHAUMBURG, IL 60196 | | | EVP and CFO | |

Signatures

Kristin L. Kruska, on behalf of Edward J. Fitzpatrick, Executive Vice President and Chief
Financial Officer (Power of Attorney on File)

11/02/2012

__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 shares acquired under the Motorola Solutions Employee Stock Purchase Plan and through the reinvestment of dividends.
\$51.0346 is the weighted average sales price. Prices for this transaction ranged from \$51.00 to \$51.13. 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) This option was originally reported as covering 9,499 shares in total at an exercise price of \$7.2745 per share, but was adjusted to reflect the 1-for-7 reverse stock split that occurred on January 4, 2011.
- (4) These options vested in four equal annual installments beginning on May 6, 2004.
- (5) This option was originally reported as covering 9,375 shares in total at an exercise price of \$10.26 per share, but was adjusted to reflect the 1-for-7 reverse stock split that occurred on January 4, 2011.
- (6) These options vested in four equal annual installments beginning on May 6, 2009.

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- (7) This option was originally reported as covering 20,000 shares in total at an exercise price of \$4.41 per share, but was adjusted to reflect the 1-for-7 reverse stock split that occurred on January 4, 2011.
- (8) These options vested in two equal annual installments beginning on December 17, 2009.
- (9) This option was originally reported as covering 125,000 shares in total at an exercise price of \$4.31 per share, but was adjusted to reflect the 1-for-7 reverse stock split that occurred on January 4, 2011.
- (10) These options vest in four equal annual installments beginning on January 20, 2010.

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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