

Valentine Mark R
Form 4
January 31, 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 *
Valentine Mark R

2. Issuer Name and Ticker or Trading Symbol
Motorola Mobility Holdings, Inc [MMI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
600 N. U.S. HIGHWAY 45
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & Controller

LIBERTYVILLE, IL 60048

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Mobility Holdings, Inc. Common Stock | 01/28/2012 | | F | 409 D \$ 38.93 | 6,895 | D | |
| Motorola Mobility Holdings, Inc. Common Stock | 01/30/2012 | | A | 12,500 A \$ 0 | 19,395 | D | |

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| | | | | | | | |
|--|------------|---|--------|---|-----------------------------|--------|---|
| Motorola Mobility Holdings, Inc. Common Stock | 01/30/2012 | M | 2,342 | A | \$ 24.75 | 21,737 | D |
| Motorola Mobility Holdings, Inc. Common Stock | 01/30/2012 | M | 7,581 | A | \$ 24.24 | 29,318 | D |
| Motorola Mobility Holdings, Inc. Common Stock | 01/30/2012 | M | 2,343 | A | \$ 22.4 | 31,661 | D |
| Motorola Mobility Holdings, Inc. Common Stock | 01/30/2012 | S | 12,266 | D | \$ <u>38.8021</u> (1) | 19,395 | D |

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.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock | \$ 24.75 | 01/30/2012 | | M | 2,342 | (2) 05/05/2020 | Motorola Mobility | 2,342 |

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| | | | | | | | | | |
|--|----------|------------|---|-------|-----|------------|--|--|-------|
| Option (right to buy) | | | | | | | | Holdings, Inc. Common Stock | |
| Employee Stock Option (right to buy) | \$ 24.24 | 01/30/2012 | M | 7,581 | (3) | 06/12/2014 | | Motorola Mobility Holdings, Inc. Common Stock | 7,581 |
| Employee Stock Option (right to buy) | \$ 22.4 | 01/30/2012 | M | 2,343 | (4) | 05/07/2019 | | Motorola Mobility Holdings, Inc. Common Stock | 2,343 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Valentine Mark R 600 N. U.S. HIGHWAY 45 LIBERTYVILLE, IL 60048 | | | VP & Controller | |

Signatures

| | |
|--|------------|
| Jennifer M. Lagunas, on behalf of Mark Valentine, Vice President and Controller, Motorola Mobiltiy Holdings, Inc. (Power of Attorney on File) | 01/31/2012 |
| **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).
\$ 38.8021 is the weighted average sales price. Prices for this transaction ranged from \$38.80 to \$38.82. The reporting person undertakes
 - (1) to provide upon request by the staff of the Securities and Exchange Commission, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate sales price.
 - (2) This stock option, originally representing a right to purchase a total of 7,028 shares, is exercisable in three equal annual installments beginning on May 5, 2011.
 - (3) This stock option was exercisable in two equal annual installments beginning on June 12, 2010.
 - (4) This stock option, originally representing a right to purchase a total of 9,371 shares, is exercisable in four equal annual installments beginning on May 7, 2010.

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.