

STEVERSON LEWIS A
Form 4
November 02, 2011

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1303 E. ALGONQUIN ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/31/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, General Counsel and Sec.

SCHAUMBURG, IL 60196

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Motorola Solutions, Inc. - Common Stock | 10/31/2011 | | M | 4,799 A | \$ 43.1 37,313.2479 (1) | D | |
| Motorola Solutions, Inc. - Common Stock | 10/31/2011 | | M | 937 A | \$ 26.13 38,250.2479 | D | |
| Motorola Solutions, | 10/31/2011 | | M | 3,611 A | \$ 28.27 41,861.2479 | D | |

Inc. -
Common
Stock

Motorola
Solutions,
Inc. -
Common
Stock

10/31/2011 M 593 A \$ 28.86 42,454.2479 D

Motorola
Solutions,
Inc. -
Common
Stock

10/31/2011 S 9,940 D \$ 47.1093 32,514.2479 D
(2)

Motorola
Solutions,
Inc. -
Common
Stock

10/31/2011 S 1,927 D \$ 47.1 30,587.2479 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option - Right to Buy | \$ 43.1 | 10/31/2011 | | M | 4,799 | <u>(3)</u> 05/06/2018 | Common Stock | 4,799 |
| Employee Stock Option - | \$ 26.13 | 10/31/2011 | | M | 937 | <u>(4)</u> 05/07/2019 | Common Stock | 937 |

| | | | | | | | | | |
|--------------------------------------|----------|------------|---|-------|------------|------------|--------------|-------|--|
| Right to Buy | | | | | | | | | |
| Employee Stock Option - Right to Buy | \$ 28.27 | 10/31/2011 | M | 3,611 | <u>(5)</u> | 06/12/2014 | Common Stock | 3,611 | |
| Employee Stock Option - Right to Buy | \$ 28.86 | 10/31/2011 | M | 593 | <u>(6)</u> | 05/05/2020 | Common Stock | 593 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--|-------|
| | Director | 10% Owner | Officer | Other |
| STEVERSON LEWIS A 1303 E. ALGONQUIN ROAD SCHAUMBURG, IL 60196 | | | SVP, General Counsel and Sec. | |

Signatures

Kristin L. Kruska on behalf of Lewis A. Steverson, Senior Vice President, General Counsel and Secretary (Power of Attorney On File) 11/02/2011

__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 through the reinvestment of dividends.
- (2) \$47.1093 is the weighted average sales price. Prices for this transaction ranged from \$47.02 to \$47.23. 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) These options vest in four annual installments beginning on May 6, 2009.
- (4) These options vest in four annual installments beginning May 7, 2010.
- (5) These options fully vested on June 12, 2011.
- (6) These options vest in three annual installments beginning on May 5, 2011.

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.