

Fitzpatrick Edward J.
Form 4
November 02, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(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) 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)
Motorola Solutions, Inc. - Common Stock	10/31/2012		M	565	A \$ 30.56	91,400.4829 (1)	D
Motorola Solutions, Inc. - Common Stock	10/31/2012		M	2,232	A \$ 43.1	93,632.4829 (1)	D
Motorola Solutions, Inc. - Common Stock	10/31/2012		M	4,761	A \$ 18.53	98,393.4829 (1)	D

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.

**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
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SEC 1474
(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	\$ 30.56 (3)	10/31/2012		M			565	(4)	05/06/2013	Common Stock	565

(right to
buy)

Employee

Stock

Option \$ 43.1 ⁽⁵⁾ 10/31/2012

(right to
buy)

M

2,232

⁽⁶⁾

05/06/2018

Common
Stock

2,232

Employee

Stock

Option \$ 18.53 ⁽⁷⁾ 10/31/2012

(right to
buy)

M

4,761

⁽⁸⁾

12/17/2013

Common
Stock

4,761

Employee

Stock

Option \$ 18.11 ⁽⁹⁾ 10/31/2012

(right to
buy)

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
(2) 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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