

OGLE WILLIAM C.
Form 4
September 01, 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 *
OGLE WILLIAM C.

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, Chief Marketing Officer

(Last) (First) (Middle)

MOTOROLA MOBILITY HOLDINGS, INC., 600 N. U.S. HIGHWAY 45

3. Date of Earliest Transaction (Month/Day/Year)
08/31/2011

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

(Street)

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

LIBERTYVILLE, IL 60048

(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	(A) or (D)	Price		
Motorola Mobility Holdings, Inc. - Common Stock	08/31/2011		M		48,594	A	\$ 26.11	85,317	D
Motorola Mobility Holdings, Inc. -	08/31/2011		M		1,301	A	\$ 24.75	86,618	D

Common
Stock

Motorola
Mobility
Holdings,
Inc. -
Common
Stock

08/31/2011 S 49,895 D \$ 37,779.5 36,723 D
(1)

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.

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 (right to buy)	\$ 26.11	08/31/2011		M	48,594	<u>(2)</u> 08/03/2019	Motorola Mobility Holdings, Inc. 48,594
Employee Stock Option (right to buy)	\$ 24.75	08/31/2011		M	1,301	<u>(3)</u> 05/05/2020	Motorola Mobility Holdings, Inc. 1,301

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

OGLE WILLIAM C.
MOTOROLA MOBILITY HOLDINGS, INC.
600 N. U.S. HIGHWAY 45

SVP, Chief Marketing Officer

LIBERTYVILLE, IL 60048

Signatures

Jennifer M. Lagunas on behalf of William C. Ogle, Senior Vice President, Chief Marketing Officer (Power of Attorney on File)

09/01/2011

__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).
\$37.779 is the weighted average sale price. Prices for this transaction ranged from \$37.76 to \$37.78. The reporting person undertakes to
 - (1) 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 price.
 - (2) This stock option, representing a right to purchase a total of 97,188 shares, is exercisable in four equal annual installments beginning on August 3, 2010.
 - (3) This stock option, representing a right to purchase a total of 3,905 shares, is exercisable in three equal 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.