

SCOTT SAMUEL C III
Form 4
May 04, 2012

FORM 4

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

OMB APPROVAL

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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 *
SCOTT SAMUEL C III

(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)
05/02/2012

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)

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	05/02/2012		A		2,728 (1)	A \$ 0	19,657.9377 (2) D
Motorola Solutions, Inc. - Common Stock	05/02/2012		M		3,991	A \$ 30.56	23,648.9377 D
Motorola Solutions,	05/02/2012		S		3,991	D \$ 51.3687	19,657.9377 D

Inc. - (3)
 Common
 Stock

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
Stock Option - Right to Buy	\$ 30.56 (4)	05/02/2012		M	3,991 (4)	05/06/2004 05/06/2013	Common Stock	3,991 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCOTT SAMUEL C III MOTOROLA SOLUTIONS, INC. 1303 E. ALGONQUIN ROAD SCHAUMBURG, IL 60196		X		

Signatures

Kristin L. Kruska, on behalf of Samuel C. Scott III Director, Motorola Solutions, Inc. (Power of Attorney on File) 05/04/2012

**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) Deferred Stock Units award subject to deferred distribution after termination of service as a director of issuer, an exempt transaction pursuant to Rule 16b-13(d) under the Securities and Exchange Act of 1934, as amended.

(2) Includes shares acquired through the reinvestment of dividends and Deferred Stock Units received pursuant to dividend equivalent rights which were credited to the reporting person when and as dividends were paid on Motorola Solutions, Inc. common stock.

(3) \$51.3687 is the weighted average sales price. Prices for this transaction ranged from \$51.36 to \$51.3813. 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.

This option was previously reported as covering an aggregate of 15,000 shares at an exercise price per share of \$8.13 but the aggregate number of shares subject to this stock option and the exercise price per share were adjusted to reflect the distribution by Motorola Solutions, Inc. (formerly Motorola, Inc.) on December 2, 2004 of shares of Freescale Semiconductor, Inc. and were subsequently further adjusted to reflect the distribution by Motorola Solutions, Inc. on January 4, 2011 of shares of Motorola Mobility Holdings, Inc. and the 1-for -7 reverse stock split of Motorola Solutions, Inc. which was effected on January 4, 2011.

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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