

BROWN GREGORY Q
Form 4
November 16, 2017

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 *
BROWN GREGORY Q

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)
MOTOROLA SOLUTIONS, INC., 500 WEST MONROE

3. Date of Earliest Transaction (Month/Day/Year)
11/14/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

(Street)
CHICAGO, IL 60661

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Motorola Solutions, Inc. - Common Stock	11/14/2017		M		134,297	A	\$ 40.33
Motorola Solutions, Inc. - Common Stock	11/14/2017		D		<u>59,278</u> ⁽¹⁾	D	\$ 91.37
Motorola Solutions, Inc. - Common Stock	11/14/2017		S		75,019	D	\$ 90.9122 ⁽³⁾
							183,311.922
							124,033.922
							49,014.922

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Inc. - Common Stock		(2)			
Motorola Solutions, Inc. - Common Stock		121,899 (4)	I	By Trust	
Motorola Solutions, Inc. - Common Stock		81,000 (5)	I	By Trust	
Motorola Solutions, Inc. - Common Stock		2,220	I	Held by wife	
Motorola Solutions, Inc. - Common Stock		51,107	I	2016 Grantor Retained Annuity Trust, reporting person is Trustee	
Motorola Solutions, Inc. - Common Stock		55,731	I	2017 Grantor Retained Annuity Trust, reporting person is Trustee	

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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	Derivative Security		Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount of Shares
			Code	(A) (D)				
Stock Appreciation Right	\$ 40.33 (6)	11/14/2017	M	134,297	(7)	08/27/2018	Motorola Solutions, Inc. - Common Stock	134,297

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN GREGORY Q MOTOROLA SOLUTIONS, INC. 500 WEST MONROE CHICAGO, IL 60661	X		Chairman and CEO	

Signatures

Kristin L. Kruska, on behalf of Gregory Q. Brown, Chairman and Chief Executive Officer
(Power of Attorney on File)

11/16/2017

__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) This represents the difference between the number of SARs exercised (134,297) and the number of shares issued as a result of the exercise (75,019). The number of shares to be issued under a SAR exercise is determined by multiplying the number of SARs being exercised by the difference between the FMV on the date immediately prior to the date the SAR is exercised (\$91.37) and the base price (\$40.33).
- (2) \$90.9122 is the weighted average sales price. Prices for this transaction ranged from \$90.26 to \$91.18. 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) Includes shares acquired through the reinvestment of dividends and dividend equivalent rights credited to the reporting person when and as dividends were paid on Motorola Solutions, Inc. common stock.
- (4) These shares are held in an irrevocable trust for the benefit of the reporting persons children. The reporting person is trustee of this trust.
- (5) These shares are held in an irrevocable trust for the benefit of the reporting person's wife and children. The reporting person's wife is trustee of this trust.
- (6) This Stock Appreciation Right was originally reported as covering 564,064 shares in total at an exercise price of \$9.60 per share, but was adjusted to reflect the dividend by Motorola Solutions, Inc. ("MSI") of all outstanding shares of Motorola Mobility Holdings, Inc. to stockholders and the MSI 1-for-7 reverse stock split that occurred on January 4, 2011.
- (7) These Stock Appreciation Rights vested in three annual installments beginning on July 31, 2009.

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.