

BROWN GREGORY
Form 4
October 24, 2006

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

(Last) (First) (Middle)

1301 E. ALGONQUIN ROAD

(Street)

SCHAUMBURG, IL 60196

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MOTOROLA INC [MOT]

3. Date of Earliest Transaction (Month/Day/Year)
10/20/2006

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)

EVP, Pres, Networks & Enter

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Motorola, Inc. - Common Stock	10/20/2006		M		92,640 A \$ 7.7398	616,004 (1)	D
Motorola, Inc. - Common Stock	10/20/2006		S		6,040 D \$ 23.36	609,964 (1)	D
Motorola, Inc. - Common Stock	10/20/2006		S		7,700 D \$ 23.35	602,264 (1)	D

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Motorola, Inc. - Common Stock	10/20/2006	S	5,000	D	\$ 23.34	597,264 ⁽¹⁾	D
Motorola, Inc. - Common Stock	10/20/2006	S	12,000	D	\$ 23.32	585,264 ⁽¹⁾	D
Motorola, Inc. - Common Stock	10/20/2006	S	5,000	D	\$ 23.31	580,264 ⁽¹⁾	D
Motorola, Inc. - Common Stock	10/20/2006	S	42,000	D	\$ 23.3	538,264 ⁽¹⁾	D
Motorola, Inc. - Common Stock	10/20/2006	S	4,000	D	\$ 23.28	534,264 ⁽¹⁾	D
Motorola, Inc. - Common Stock	10/20/2006	S	10,000	D	\$ 23.27	524,264 ⁽¹⁾	D
Motorola, Inc. - Common Stock	10/20/2006	S	900	D	\$ 23.26	523,364 ⁽¹⁾	D
Motorola, Inc. - Common Stock	10/23/2006	S	16,500	D	\$ 23.25	506,864 ⁽¹⁾	D
Motorola, Inc. - Common Stock	10/23/2006	S	1,437	D	\$ 23.26	505,427 ⁽¹⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.7398	10/20/2006		M	92,640	⁽²⁾ 01/01/2013	Motorola, Inc. Common Stock	92,640

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN GREGORY 1301 E. ALGONQUIN ROAD SCHAUMBURG, IL 60196			EVP, Pres, Networks & Enter	

Signatures

Carol Forsyte on behalf of Gregory Q. Brown, Executive Vice President, President, Networks and Enterprise Business, Motorola, Inc. (Power of Attorney on File) 10/24/2006

**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 Restricted Stock Units received pursuant to dividend equivalent rights which were credited to the reporting person when and as dividends were paid on Motorola common stock.
- (2) This option vests as follows: 55,880 shares on 1/1/04; 111,760 shares on 1/1/05; 167,640 shares on 1/1/06 and 223,520 shares on 1/1/07.

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.