

Motorola Mobility Holdings, Inc
Form 4
August 22, 2011

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Crum Scott A

(Last) (First) (Middle)

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

(Street)

LIBERTYVILLE, IL 60048

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/19/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP, Chief People Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Motorola Mobility Holdings, Inc. - Common Stock	08/19/2011		M	12,958 A	\$ 27.45 90,258	D	
Motorola Mobility Holdings, Inc.	08/19/2011		S	12,958 D	\$ 37.8701 (1)	D	

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Common
Stock

Motorola
Mobility
Holdings,
Inc.
Common
Stock

08/22/2011

S

13,324

D

\$

37.9564

63,976

D

(2)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 27.45	08/19/2011		M		12,958		<u>(3)</u>	08/02/2020	Motorola Mobility Holdings, Inc. Common Stock	12,958

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Crum Scott A
MOTOROLA MOBILITY HOLDINGS, INC.
600 N. U.S. HIGHWAY 45
LIBERTYVILLE, IL 60048

SVP, Chief People Officer

Signatures

Jennifer M. Lagunas on behalf of Scott A. Crum, Senior Vice President, Chief People Officer
(Power of Attorney on File)

08/22/2011

__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).

\$37.8701 is the weighted average sales price. Prices for this transaction ranged from \$37.86 to \$37.90. 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.

\$37.9564 is the weighted average sales price. Prices for this transaction ranged from \$37.96 to \$37.965. The reporting person undertakes
(2) to 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.

(3) This stock option representing a right to purchase a total of 25,917 shares is exercisable in three equal annual installments beginning on August 2, 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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