

Rothman Marc E
Form 4
November 03, 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 *
Rothman Marc E

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
600 N. U.S. HIGHWAY 45
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2011

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP & Chief Financial Officer

LIBERTYVILLE, IL 60048

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Motorola Mobility Holdings, Inc. Common Stock	11/02/2011		M	12,413 A	\$ 26.2 98,250	D	
Motorola Mobility Holdings, Inc. Common Stock	11/02/2011		M	10,777 A	\$ 36.95 109,027	D	

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Motorola Mobility Holdings, Inc. Common Stock	11/02/2011	M	3,870	A	\$ 24.75	112,897	D
Motorola Mobility Holdings, Inc. Common Stock	11/02/2011	S	27,060	D	\$ 39 <u>(1)</u>	85,837	D

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)	\$ 26.2	11/02/2011		M		12,413		<u>(2)</u>	05/06/2013	Motorola Mobility Holdings, Inc. Common Stock	12,413
Employee Stock Option (right to buy)	\$ 36.95	11/02/2011		M		10,777		<u>(3)</u>	05/06/2018	Motorola Mobility Holdings, Inc. Common Stock	10,777
Employee Stock Option (right to	\$ 24.75	11/02/2011		M		3,870		<u>(4)</u>	05/05/2020	Motorola Mobility Holdings, Inc.	3,870

buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rothman Marc E 600 N. U.S. HIGHWAY 45 LIBERTYVILLE, IL 60048	SVP & Chief Financial Officer

Signatures

Jennifer M. Lagunas, on behalf of Marc E. Rothman, Senior Vice President and Chief Financial Officer, Motorola Mobiltiy Holdings, Inc. (Power of Attorney on File)

11/03/2011

__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).
 \$ 39.00 is the weighted average sales price. Prices for this transaction ranged from \$39.00 to \$39.0005. The reporting person undertakes
 (1) 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 sales price.
 (2) This stock option was exercisable in four equal annual installments beginning on May 6, 2004.
 (3) This stock option, representing a right to purchase a total of 14,370 shares, is exercisable in four equal annual installments beginning on May 6, 2009.
 (4) This stock option, representing a right to purchase a total of 12,495 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.
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