

STENGEL JAMES R

Form 4

May 24, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
STENGEL JAMES R2. Issuer Name and Ticker or Trading
SymbolMotorola Mobility Holdings, Inc
[MMI]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

05/22/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)MOTOROLA MOBILITY
HOLDINGS, INC., 600 N. U.S.
HIGHWAY 45

(Street)

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

LIBERTYVILLE, IL 60048

(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 Beneficial Ownership (Instr. 4)
Motorola Mobility Holdings, Inc. Common Stock	05/22/2012		D	12,691	D \$ 40 0	D	

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

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(9-02)

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Employee Director Stock Option (Right to Buy)	\$ 29.59	05/22/2012		D		2,671		05/06/2011	01/28/2021	Common Stock	2,671
Non-Employee Director Stock Option (Right to Buy)	\$ 25.04	05/22/2012		D		8,399		05/09/2012	05/09/2021	Common Stock	8,399

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STENGEL JAMES R MOTOROLA MOBILITY HOLDINGS, INC. 600 N. U.S. HIGHWAY 45 LIBERTYVILLE, IL 60048	X			

Signatures

Jennifer M. Lagunas on behalf of James R. Stengel, Director (Power of Attorney on File)

05/24/2012

__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) This stock option was cancelled pursuant to the merger agreement between the issuer and Google, Inc. in exchange for a cash payment of \$27,805.11 representing the difference between the exercise price of the option and the \$40.00 merger consideration (\$10.41 share).
 - (2) This stock option was cancelled in the merger in exchange for a cash payment of \$125,649.04 representing the difference between the exercise price of the option and the \$40.00 merger consideration (\$14.96 per share).

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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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