

Motorola Solutions, Inc.
Form 4
December 14, 2016

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

(Last) (First) (Middle)

MOTOROLA SOLUTIONS, INC., 500 WEST MONROE

(Street)

CHICAGO, IL 60661

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Motorola Solutions, Inc. [MSI]

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2016

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)
Chairman and CEO

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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Motorola Solutions, Inc. - Common Stock | 12/12/2016 | | M ⁽¹⁾ | 95,235 A | \$ 72.88 | 176,829.612 ⁽²⁾ | D |
| Motorola Solutions, Inc. - Common Stock | 12/12/2016 | | S ⁽¹⁾ | 95,235 D | \$ 82.3952 ⁽³⁾ | 81,594.612 ⁽²⁾ | D |
| Motorola Solutions, | | | | | | 90,800 ⁽⁴⁾ | I By Trust |

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| | | | |
|---|-----------------------|---|---|
| Inc. - Common Stock | | | |
| 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 | 6,744 | I | 2014 Grantor Retained Annuity Trust, reporting person is Trustee |
| Motorola Solutions, Inc. - Common Stock | 64,663 | I | 2015 Grantor Retained Annuity Trust, reporting person is Trustee |
| Motorola Solutions, Inc. - Common Stock | 55,607 | I | 2016 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)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Options - Right to Buy | \$ 72.88 (6) | 12/12/2016 | | M(1) | 95,235 (6) | (7) 04/05/2017 | Motorola Solutions, Inc. - Common Stock 95,235 (6) |

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) 12/14/2016

__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) The exercise of options and sale of shares reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 11, 2016.
- (2) 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.
\$82.3952 is the weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$81.96 to \$82.71, inclusive. 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 within the ranges set forth in this footnote.
- (4) These shares are held in an irrevocable trust for the benefit of the reporting person's 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 option was originally reported as covering 400,000 shares in total at an exercise price of \$17.59 per share, but was adjusted to reflect the dividend of all outstanding shares of Motorola Mobility Holdings, Inc. to shareholders and the 1-for-7 reverse stock split that occurred on January 4, 2011.
- (7) These options vested in four equal annual installments beginning on April 5, 2008.

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