

OFFER DAVID SCOTT
Form 4
November 01, 2011

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 *
OFFER DAVID SCOTT

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)
10/31/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, General Counsel

LIBERTYVILLE, IL 60048

(City) (State) (Zip)

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

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)
			Code	V	Amount	(D)	Price
Motorola Mobility Holdings, Inc. Common Stock	10/31/2011		M		775	A	\$ 26.2
Motorola Mobility Holdings, Inc. Common Stock	10/31/2011		M		1,952	A	\$ 36.95
					48,887	D	
					50,839	D	

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Motorola Mobility Holdings, Inc. Common Stock	10/31/2011	M	17,355	A	\$ 16.25	68,194	D
Motorola Mobility Holdings, Inc. Common Stock	10/31/2011	M	6,560	A	\$ 22.4	74,754	D
Motorola Mobility Holdings, Inc. Common Stock	10/31/2011	M	7,153	A	\$ 24.24	81,907	D
Motorola Mobility Holdings, Inc. Common Stock	10/31/2011	M	2,655	A	\$ 24.75	84,562	D
Motorola Mobility Holdings, Inc. Common Stock	10/31/2011	S	36,450	D	\$ 38.9303 (1)	48,112	D
Motorola Mobility Holdings, Inc. Common Stock	10/31/2011	S	4,795	D	\$ 38.9273 (2)	43,816 (3)	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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(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	10/31/2011	M		775	<u>(4)</u> 05/06/2013	Motorola Mobility Holdings, Inc. Common Stock	775
Employee Stock Option (right to buy)	\$ 36.95	10/31/2011	M		1,952	<u>(5)</u> 05/06/2018	Motorola Mobility Holdings, Inc. Common Stock	1,952
Employee Stock Option (right to buy)	\$ 16.25	10/31/2011	M		17,355	<u>(6)</u> 01/21/2014	Motorola Mobility Holdings, Inc. Common Stock	17,355
Employee Stock Option (right to buy)	\$ 22.4	10/31/2011	M		6,560	<u>(7)</u> 05/07/2019	Motorola Mobility Holdings, Inc. Common Stock	6,560
Employee Stock Option (right to buy)	\$ 24.24	10/31/2011	M		7,153	<u>(8)</u> 06/12/2014	Motorola Mobility Holdings, Inc. Common Stock	7,153
Employee Stock Option (right to buy)	\$ 24.75	10/31/2011	M		2,655	<u>(9)</u> 05/05/2015	Motorola Mobility Holdings, Inc. Common Stock	2,655

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OFFER DAVID SCOTT 600 N. U.S. HIGHWAY 45 LIBERTYVILLE, IL 60048			SVP, General Counsel	

Signatures

Jennifer M. Lagunas, on behalf of D. Scott Offer, Senior Vice President, General Counsel,
Motorola Mobiltiy Holdings, Inc. (Power of Attorney on File)

11/01/2011

__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).
 - \$ 38.9303 is the weighted average sales price. Prices for this transaction ranged from \$38.88 to \$38.95. 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.
 - \$ 38.9273 is the weighted average sales price. Prices for this transaction ranged from \$38.88 to \$38.96. 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 sales price.
 - (3) Includes shares acquired under the Motorola Mobility Employee Stock Purchase Plan.
 - (4) This stock option was exercisable in four equal annual installments beginning on May 6, 2004.
 - (5) This stock option, representing a right to purchase a total of 2,603 shares, is exercisable in four equal annual installments beginning on May 6, 2009.
 - (6) This stock option was exercisable in two equal annual installments on January 21, 2010 and January 21, 2011.
 - (7) This stock option, representing a right to purchase a total of 13,120 shares, is exercisable in four equal annual installments beginning on May 7, 2010.
 - (8) This stock option was exercisable in two equal annual installments on June 12, 2010 and June 12, 2011.
 - (9) This stock option, representing a right to purchase a total of 7,966 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. 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.