

CONRADO EDUARDO F
Form 4
December 06, 2017

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 *
CONRADO EDUARDO F

(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)
12/04/2017

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)
EVP, Strategy & IO

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 Solutions, Inc. - Common Stock	12/04/2017		M		31,038	A	\$ 38.04
Motorola Solutions, Inc. - Common Stock	12/04/2017		M		21,171	A	\$ 45.36
Motorola Solutions, Inc. - Common Stock	12/04/2017		S		52,209	D	\$ 93.7326
							20,307.7823 (3)

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Inc. - Common Stock					(1)		
Motorola Solutions, Inc. - Common Stock	12/04/2017	S	2,304	D	\$ 93.7682 (2)	18,003.7823 (3)	D
Motorola Solutions, Inc. - Common Stock	12/05/2017	M	21,317	A	\$ 51.33	39,320.7823	D
Motorola Solutions, Inc. - Common Stock	12/05/2017	S	3,717	D	\$ 93.1875 (4)	35,603.7823 (3)	D
Motorola Solutions, Inc. - Common Stock	12/05/2017	S	4,400	D	\$ 92.1375 (5)	31,203.7823 (3)	D
Motorola Solutions, Inc. - Common Stock	12/05/2017	S	13,200	D	\$ 90.8935 (6)	18,003.7823 (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 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	\$ 38.04	12/04/2017	M	31,038	(7)	02/22/2021	Motorola Solutions, Inc. - Common Stock	31,038
Employee Stock Option - Right to Buy	\$ 45.36	12/04/2017	M	21,171	(8)	07/25/2021	Motorola Solutions, Inc. - Common Stock	21,171
Employee Stock Option - Right to Buy	\$ 51.33	12/05/2017	M	21,317	(9)	05/02/2022	Motorola Solutions, Inc. - Common Stock	21,317

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONRADO EDUARDO F MOTOROLA SOLUTIONS, INC. 500 WEST MONROE CHICAGO, IL 60661			EVP, Strategy & IO	

Signatures

Kristin L. Kruska, on behalf of Eduardo F. Conrado, Executive Vice President, Strategy & Innovation Office (Power of Attorney on File) 12/06/2017

__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) \$93.7326 is the weighted average sales price. Prices for this transaction ranged from \$93.94 to \$93.63. 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.
 - (2) \$93.7682 is the weighted average sales price. Prices for this transaction ranged from from \$93.7719 to \$93.7601. 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.
 - (3) Includes shares acquired under the Motorola Solutions Employee Stock Purchase Plan and through the reinvestment of dividends.
 - (4) \$93.1875 is the weighted average sales price. Prices for this transaction ranged from \$93.61 to \$92.75. 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.
 - (5) \$92.1375 is the weighted average sales price. Prices for this transaction ranged from \$92.63 to \$91.64. 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.

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\$90.8935 is the weighted average sales price. Prices for this transaction ranged from \$91.50 to \$90.535. The Reporting Person undertakes

(6) 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.

(7) These options vested in three equal annual installments beginning on February 22, 2012.

(8) These options vested in three equal annual installments beginning on July 25, 2012.

These options vested the later of (a) the date on which the average closing price of company common stock for any fifteen consecutive trading days is 115% or greater than the average closing price of company common stock for the fifteen trading days immediately preceding the date of grant on May 2, 2012 which was met on January 22, 2013, and (b) in three equal installments on the first, second and third anniversary of the grant date beginning on May 2, 2013.

(9)

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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