

MOTOROLA INC
Form 15-12B
November 26, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number: 1-7221

MOTOROLA, INC.

(Exact name of registrant as specified in its charter)

1303 East Algonquin Road, Schaumburg, Illinois 60196

(847) 576-5000

(Address, including zip code, and telephone number, include area code, of

registrant's principal executive offices)

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7.00% Equity Security Units

(Title of each class of securities covered by this Form)

Common Stock, \$3 Par Value per Share

Rights to Purchase Junior Participating Preferred Stock, Series B

(Titles of all other classes of securities for which a duty to file reports under

Section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | | | |
|------------------------|----|------------------------|----------|
| Rule 12g-4(a) (1) (i) | .. | Rule 12h-3(b) (1) (i) | x |
| Rule 12g-4(a) (1) (ii) | .. | Rule 12h-3(b) (1) (ii) | .. |
| Rule 12g-4(a) (2) (i) | .. | Rule 12h-3(b) (2) (i) | .. |
| Rule 12g-4(a) (2) (ii) | .. | Rule 12h-3(b) (2) (ii) | .. |
| | | Rule 15d-6 | .. |

Approximate number of holders of record as of the certificate or notice date: None

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Pursuant to the requirements of the Securities Exchange Act of 1934, Motorola, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

MOTOROLA, INC.

Date: November 17, 2004

By: /s/ GARTH L. MILNE
Name: **Garth L. Milne**
Title: **Senior Vice President and Treasurer**