

BROWN GREGORY Q
Form 4
March 14, 2018

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)
03/12/2018

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Motorola Solutions, Inc. - Common Stock	03/12/2018		M		100,000	A	\$ 40.33
							204,016.9233 (1)
Motorola Solutions, Inc. - Common Stock	03/12/2018		S		100,000	D	\$ 108.9677 (2)
							104,016.9233 (1)
Motorola Solutions,	03/13/2018		M		63,000	A	\$ 40.33
							167,016.9233 (1)

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Inc. - Common Stock									
Motorola Solutions, Inc. - Common Stock	03/13/2018	S	25,800	D	\$ 109.67 (3)	141,216.9233 (1)		D	
Motorola Solutions, Inc. - Common Stock	03/13/2018	S	37,200	D	\$ 109.015 (4)	104,016.9233 (1)		D	
Motorola Solutions, Inc. - Common Stock	03/13/2018	S	20,300	D	\$ 109.0101 (5)	119,689 (7)		I	By Trust
Motorola Solutions, Inc. - Common Stock	03/13/2018	S	1,700	D	\$ 109.532 (6)	117,989 (7)		I	By Trust
Motorola Solutions, Inc. - Common Stock						81,000 (8)		I	By Trust
Motorola Solutions, Inc. - Common Stock						2,220		I	Held by wife
Motorola Solutions, Inc. - Common Stock						55,731		I	2017 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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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 Number Shares
Employee Stock Option - Right to Buy	\$ 40.33 ⁽⁹⁾	03/12/2018		M	100,000	⁽¹⁰⁾ 08/27/2018	Motorola Solutions, Inc. - Common Stock	100,000 ⁽⁹⁾	
Employee Stock Option - Right to Buy	\$ 40.33 ⁽⁹⁾	03/13/2018		M	63,000	⁽¹⁰⁾ 08/27/2018	Motorola Solutions, Inc. - Common Stock	63,000 ⁽⁹⁾	

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

Amber J. Livingston, on behalf of Gregory Q. Brown, Chairman and Chief Executive Officer
(Power of Attorney on File)

03/14/2018

**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) 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.

(2) \$108.9677 is the weighted average sales price. Prices for this transaction ranged from \$108.53 to \$109.42. 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) \$109.6700 is the weighted average sales price. Prices for this transaction ranged from \$109.37 to \$110.27. 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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- (4) \$109.0150 is the weighted average sales price. Prices for this transaction ranged from \$108.65 to \$109.36. 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) \$109.0101 is the weighted average sales price. Prices for this transaction ranged from \$108.63 to \$109.465. 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.
- (6) \$109.532 is the weighted average sales price. Prices for this transaction ranged from \$109.50 to \$109.67. 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.
- (7) These shares are held in an irrevocable trust for the benefit of the reporting persons children. The reporting person is trustee of this trust.
- (8) 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.
- (9) These options were originally reported as covering 2,320,652 shares in total at an exercise price of \$9.60 per share, but were adjusted to reflect the dividend by Motorola Solutions, Inc. ("MSI") of all outstanding shares of Motorola Mobility Holdings, Inc. to stockholders and the MSI 1-for-7 reverse stock split that occurred on January 4, 2011.
- (10) These options vested in three installments beginning on July 31, 2009.

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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