

FREESCALE SEMICONDUCTOR INC

Form 4

December 07, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DEVONSHIRE DAVID W

(Last) (First) (Middle)

C/O MOTOROLA, INC., 1303 E.
ALGONQUIN ROAD

(Street)

SCHAUMBURG, IL 60196

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FREESCALE SEMICONDUCTOR
INC [FSL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

12/02/2004

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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)
Freescall Semiconductor, Inc. Class B Common Stock (1) (2)	12/02/2004		J	V	2,281.4829	A	\$ 0 2,281.4829 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DEVONSHIRE DAVID W C/O MOTOROLA, INC. 1303 E. ALGONQUIN ROAD SCHAUMBURG, IL 60196	X

Signatures

/s/ David W. Devonshire by Susan Wittliff under
PofA 12/07/2004

__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).

On November 9, 2004, Motorola, Inc. ("Motorola") issued a press release announcing that Motorola would distribute its remaining equity interest in Issuer on December 2, 2004 to Motorola shareholders of record on November 26, 2004 (the "Record Date"). On December 2, 2004, Motorola distributed .110415 of a share of Issuer's Class B Common Stock for each outstanding share of Motorola common stock

(1) owned by Motorola shareholders on the Record Date. Motorola delivered cash in lieu of fractional share interests to Motorola shareholders entitled to receive less than one share of Issuer's Class B Common Stock. Effective with the distribution, Motorola is no longer a controlling stockholder of the Company. Exchange Act Rule 16a-9(a) exempts the receipt of the shares acquired via the distribution.

(2) Freescale Semiconductor, Inc. Class B Common Stock is traded on the New York Stock Exchange under the trading symbol "FSL.B".

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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