

OPENTV CORP
Form SC 13G/A
January 22, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 4)

OpenTV Corp.

(Name of Issuer)

Class A Ordinary Shares, no par value

(Title of Class of Securities)

G67543101

(CUSIP Number)

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December 31, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 4 pages

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Motorola, Inc.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF Not applicable.

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY Not applicable.

EACH 7. Sole Dispositive Power

REPORTING

PERSON Not applicable.

WITH 8. Shared Dispositive Power

Not applicable.

9. Aggregate Amount Beneficially Owned by Each Reporting Person

Not applicable.

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

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11. Percent of Class Represented by Amount in Row (9)

Not applicable. Less than 5%.

12. Type of Reporting Person

CO

Item 1(a) Name of Issuer: OpenTV Corp. (OpenTV)

(b) Address of Issuer s Principal Executive Offices:

401 East Middlefield Road

Mountain View, CA 94043

Item 2(a) Name of Person Filing: Motorola, Inc. (Motorola)

(b) Address of Principal Business Office, or, if none, residence:

1303 East Algonquin Road

Schaumburg, IL 60196

(c) Citizenship:

Delaware Corporation

(d) Title of Class of Securities:

Class A Ordinary Shares

(e) CUSIP Number: G67543101

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4 Ownership:

Not applicable.

Item 5 Ownership of five percent or less of a class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6 Ownership of more than five percent on behalf of another person:

Not Applicable.

Item 7 Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company:

Not Applicable.

Item 8 Identification and classification of members of the group:

Not Applicable.

Item 9 Notices of dissolution of group:

Not Applicable.

Item 10. Certification:

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 22, 2004

MOTOROLA, INC.

By:

/s/ Carol H. Forsyte

Name:

Carol H. Forsyte

Title:

Vice President, Corporate and Securities, Law
Department