

ROMAN GEOFFREY S
Form 4
May 24, 2012

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

OMB APPROVAL
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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 *
ROMAN GEOFFREY S

2. Issuer Name and Ticker or Trading Symbol
Motorola Mobility Holdings, Inc [MMI]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, Chief Technology Officer

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2012

MOTOROLA MOBILITY HOLDINGS, INC., 600 N. U.S. HIGHWAY 45

(Street)

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

LIBERTYVILLE, IL 60048

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Motorola Mobility Holdings, Inc. - Common Stock	05/22/2012		D		22,028	D	\$ 40 26,250
Motorola Mobility Holdings, Inc. -	05/22/2012		D		26,250	D	<u>1</u> 0

Common
Stock

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 28.2	05/22/2012		D	15,516	<u>(2)</u> 05/06/2013	Common Stock	15,516	
Employee Stock Option (Right to Buy)	\$ 36.95	05/22/2012		D	4,581	<u>(3)</u> 05/06/2018	Common Stock	4,581	
Employee Stock Option (Right to Buy)	\$ 22.4	05/22/2012		D	12,912	<u>(4)</u> 05/07/2019	Common Stock	12,912	
Employee Stock Option (Right to Buy)	\$ 24.24	05/22/2012		D	4,090	<u>(5)</u> 06/12/2014	Common Stock	4,090	
Employee Stock Option (Right to Buy)	\$ 24.75	05/22/2012		D	4,529	<u>(6)</u> 05/05/2020	Common Stock	4,529	

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option which vested 25% on January 28, 2012 and in equal monthly installments for the 36 months thereafter.

- This stock option which provides for vesting in 33 equal monthly installments beginning on May 28, 2012 through January 28, 2015 was converted by Google Inc. in the merger into an option to purchase 1,822 shares of Google Inc. Class A common stock at a stock option
- (8) exercise price of \$455.33 per share. This stock option and the preceding stock option with an exercise price of \$29.59 per share, were previously reported in the aggregate as a stock option which vested 25% on January 28, 2012 and in equal monthly installments for the 36 months thereafter.

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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