

HACKER MARK S.
Form 4
November 07, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
HACKER MARK S.

(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)
11/05/2018

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)
EVP, GC & Chief Admin Officer

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	11/05/2018		M		160,417	A	\$ 68.5
							166,464.2395
Motorola Solutions, Inc. - Common Stock	11/05/2018		S		17,701	D	\$ 121.91
							148,763.2395
							(1)
Motorola Solutions,	11/05/2018		S		28,209	D	\$ 120,554.2395
							122.61

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Inc. - Common Stock					(2)		
Motorola Solutions, Inc. - Common Stock	11/05/2018	S	47,193	D	\$ 123.87 (3)	73,361.2395	D
Motorola Solutions, Inc. - Common Stock	11/05/2018	S	37,442	D	\$ 124.56 (4)	35,919.2395	D
Motorola Solutions, Inc. - Common Stock	11/05/2018	S	10,648	D	\$ 125.15 (5)	25,271.2395	D
Motorola Solutions, Inc. - Common Stock	11/05/2018	S	6,708	D	\$ 125.77 (6)	18,563.2395	D
Motorola Solutions, Inc. - Common Stock	11/05/2018	S	3,008	D	\$ 126.99 (7)	15,555.2395	D
Motorola Solutions, Inc. - Common Stock	11/05/2018	S	9,508	D	\$ 128.06 (8)	6,047.2395 (9)	D

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

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SEC 1474
(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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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Security			(Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	Amount
			Code	V	(A)				
Performance Contingent Stock Option	\$ 68.5	11/05/2018	M		160,417	<u>(10)</u>	08/25/2022	Motorola Solutions, Inc. - Common Stock	160

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HACKER MARK S. MOTOROLA SOLUTIONS, INC. 500 WEST MONROE CHICAGO, IL 60661			EVP, GC & Chief Admin Officer	

Signatures

Amber J. Livingston, on behalf of Mark S. Hacker, Executive Vice President, General Counsel & Chief Administrative Officer (Power of Attorney on File) 11/07/2018

__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) \$121.91 is the weighted average sales price. Prices for this transaction ranged from \$121.215 to \$122.19. 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.
 - (2) \$122.61 is the weighted average sales price. Prices for this transaction ranged from \$122.20 to \$123.15. 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) \$123.87 is the weighted average sales price. Prices for this transaction ranged from \$123.21 to \$124.18. 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.
 - (4) \$124.56 is the weighted average sales price. Prices for this transaction ranged from \$124.20 to \$125.01. 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) \$125.15 is the weighted average sales price. Prices for this transaction ranged from \$125.03 to \$125.29. 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) \$125.77 is the weighted average sales price. Prices for this transaction ranged from \$125.30 to \$126.25. 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) \$126.99 is the weighted average sales price. Prices for this transaction ranged from \$126.56 to \$127.49. 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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(8) \$128.06 is the weighted average sales price. Prices for this transaction ranged from \$127.50 to \$128.45. 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.

(9) Includes shares acquired through the Motorola Solutions Employee Stock Purchase Plan.

The performance contingent stock options ("PCSOs") vested upon the attainment, within a 3-year period following the grant date, of each stock price requirement as follows: (a) 20% vested when the Company closing stock price was at least \$85.00 for ten consecutive trading days; (b) 30% vested when the Company closing stock price was at least \$102.50 for ten consecutive trading days; and (c) 50% vested when the Company closing stock price was at least \$120.00 for ten consecutive trading days. The options became exercisable on the third anniversary of the grant date or August 25, 2018.

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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