

BROWN GREGORY Q

Form 4

November 16, 2017

**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

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(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)  
**11/14/2017**

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<br>Security<br>(Instr. 3)               | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Motorola<br>Solutions,<br>Inc. -<br>Common<br>Stock | 11/14/2017                              |                                                             | M                                    | 134,297                                                                 | A \$ 40.33                                                                                                         | 183,311.922                                                             | D                                                                 |
| Motorola<br>Solutions,<br>Inc. -<br>Common<br>Stock | 11/14/2017                              |                                                             | D                                    | 59,278<br>(1)                                                           | D \$ 91.37                                                                                                         | 124,033.922                                                             | D                                                                 |
| Motorola<br>Solutions,                              | 11/14/2017                              |                                                             | S                                    | 75,019                                                                  | D \$ 90.9122                                                                                                       | 49,014.922<br>(3)                                                       | D                                                                 |

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|                                                     |         |     |   |                                                                                       |
|-----------------------------------------------------|---------|-----|---|---------------------------------------------------------------------------------------|
| Inc. -<br>Common<br>Stock                           |         | (2) |   |                                                                                       |
| Motorola<br>Solutions,<br>Inc. -<br>Common<br>Stock | 121,899 | (4) | I | By Trust                                                                              |
| Motorola<br>Solutions,<br>Inc. -<br>Common<br>Stock | 81,000  | (5) | I | By Trust                                                                              |
| Motorola<br>Solutions,<br>Inc. -<br>Common<br>Stock | 2,220   |     | I | Held by<br>wife                                                                       |
| Motorola<br>Solutions,<br>Inc. -<br>Common<br>Stock | 51,107  |     | I | 2016<br>Grantor<br>Retained<br>Annuity<br>Trust,<br>reporting<br>person is<br>Trustee |
| Motorola<br>Solutions,<br>Inc. -<br>Common<br>Stock | 55,731  |     | I | 2017<br>Grantor<br>Retained<br>Annuity<br>Trust,<br>reporting<br>person is<br>Trustee |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|

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|                                | Derivative<br>Security |            | Code | V | Disposed of (D)<br>(Instr. 3, 4, and<br>5) |         | Date<br>Exercisable | Expiration<br>Date | Title                                               | Amount<br>Number<br>Shares |
|--------------------------------|------------------------|------------|------|---|--------------------------------------------|---------|---------------------|--------------------|-----------------------------------------------------|----------------------------|
|                                |                        |            |      |   | (A)                                        | (D)     |                     |                    |                                                     |                            |
| Stock<br>Appreciation<br>Right | \$ 40.33<br>(6)        | 11/14/2017 | M    |   |                                            | 134,297 | (7)                 | 08/27/2018         | Motorola<br>Solutions,<br>Inc. -<br>Common<br>Stock | 134,297                    |

## Reporting Owners

| Reporting Owner Name / Address                                                      | Relationships |           |                  |       |
|-------------------------------------------------------------------------------------|---------------|-----------|------------------|-------|
|                                                                                     | Director      | 10% Owner | Officer          | Other |
| BROWN GREGORY Q<br>MOTOROLA SOLUTIONS, INC.<br>500 WEST MONROE<br>CHICAGO, IL 60661 | X             |           | Chairman and CEO |       |

## Signatures

Kristin L. Kruska, on behalf of Gregory Q. Brown, Chairman and Chief Executive Officer  
(Power of Attorney on File)

11/16/2017

\_\_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) This represents the difference between the number of SARs exercised (134,297) and the number of shares issued as a result of the exercise (75,019). The number of shares to be issued under a SAR exercise is determined by multiplying the number of SARs being exercised by the difference between the FMV on the date immediately prior to the date the SAR is exercised (\$91.37) and the base price (\$40.33).
- (2) \$90.9122 is the weighted average sales price. Prices for this transaction ranged from \$90.26 to \$91.18. 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.
- (3) 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.
- (4) These shares are held in an irrevocable trust for the benefit of the reporting persons children. The reporting person is trustee of this trust.
- (5) 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.
- (6) This Stock Appreciation Right was originally reported as covering 564,064 shares in total at an exercise price of \$9.60 per share, but was 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.
- (7) These Stock Appreciation Rights vested in three annual 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.