Meissner Laurel G.
Form 3
March 25, 2008

# FORM 3

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

OMB APPROVAL

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|---|---|
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**INITIAL STATEMENT OF 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 [*]
Â Meissner Laurel G.
(Last) (First) (Middle)

1303 EAST ALGONQUIN ROAD
(Street)

SCHAUMBURG,Â ILÂ 60196
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/18/2008

3. Issuer Name **and** Ticker or Trading Symbol
MOTOROLA INC [MOT]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Accounting Officer

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

| 1.Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|
| Motorola, Inc. Common Stock | 17,989.455 (1) (2) | D | Â |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|---|
| | | Title | | | |

| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---|---|---|---|---|---|---|---|
| Employee Stock Option (Right to Buy) | Â (3) | 05/30/2010 | Motorola, Inc. - Common Stock | 33,528 | $ 28.5582 | D | Â |
| Employee Stock Option (Right to Buy) | Â (4) | 05/07/2012 | Motorola, Inc. - Common Stock | 17,352 | $ 12.9205 | D | Â |
| Employee Stock Option (Right to Buy) | Â (5) | 05/06/2013 | Motorola, Inc. - Common Stock | 3,353 | $ 7.2745 | D | Â |
| Employee Stock Option (Right to Buy) | Â (6) | 05/04/2014 | Motorola, Inc. - Common Stock | 20,116 | $ 16.3028 | D | Â |
| Employee Stock Option (Right to Buy) | Â (7) | 05/03/2015 | Motorola, Inc. - Common Stock | 25,000 | $ 15.47 | D | Â |
| Employee Stock Option (Right to Buy) | Â (8) | 05/03/2016 | Motorola, Inc. - Common Stock | 20,000 | $ 21.25 | D | Â |
| Employee Stock Option (Right to Buy) | Â (9) | 05/08/2017 | Motorola, Inc. - Common Stock | 15,000 | $ 17.7 | D | Â |

# Reporting Owners

| **Reporting Owner Name / Address** | **Relationships** | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Meissner Laurel G.<br>1303 EAST ALGONQUIN ROAD<br>SCHAUMBURG,Â ILÂ 60196 | Â | Â | Â Chief Accounting Officer | Â |

# Signatures

| | |
|---|---|
| Jennifer M. Lagunas on behalf of Laurel G. Meissner, Corporate Vice President, Finance, Chief Accounting Officer (Power of Attorney Attached) | 03/25/2008 |
| **Signature of Reporting Person | Date |

# Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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)** Includes shares acquired under the Motorola Employee Stock Purchase Plan.

**(2)** Includes Restricted Stock Units received pursuant to dividend equivalent rights which were credited to the reporting person when and as dividends were paid on Motorola common stock.

**(3)** These options vested in four equal annual installments beginning on May 30, 2001.

**(4)** These options vested in four equal annual installments beginning on May 7, 2003.

**(5)** These options vested in four equal annual installments beginning on May 6, 2004.

**(6)** These options vest in four equal annual installments beginning on May 4, 2005.

**(7)** These options vest in four equal annual installments beginning on May 3, 2006.

**(8)** These options vest in four equal annual installments beginning on May 3, 2007.

**(9)** These options vest in four equal annual installments beginning on May 8, 2008.

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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