

Rothman Marc E
Form 4
September 01, 2011

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 *
Rothman Marc E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
600 N. U.S. HIGHWAY 45
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/31/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & Chief Financial Officer

LIBERTYVILLE, IL 60048

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

(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 | (A) or (D) | Price |
| Motorola Mobility Holdings, Inc. Common Stock | 08/31/2011 | | M | | 58,602 | A | \$ 16.25 |
| Motorola Mobility Holdings, Inc. Common Stock | 08/31/2011 | | M | | 6,872 | A | \$ 22.4 |
| | | | | | 144,439 | D | |
| | | | | | 151,311 | D | |

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| | | | | | | | |
|--|------------|---|---------|---|-----------------------------|---------|---|
| Motorola Mobility Holdings, Inc. Common Stock | 08/31/2011 | M | 34,232 | A | \$ 24.24 | 185,543 | D |
| Motorola Mobility Holdings, Inc. Common Stock | 08/31/2011 | M | 294 | A | \$ 24.75 | 185,837 | D |
| Motorola Mobility Holdings, Inc. Common Stock | 08/31/2011 | S | 100,000 | D | \$ 37.6687 <u>(1)</u> | 85,837 | 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 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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|--|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 16.25 | 08/31/2011 | | M | 58,602 | <u>(2)</u> | 01/21/2014 | Motorola Mobility Holdings, Inc. Common Stock | 58,602 |
| Employee Stock Option (right to | \$ 22.4 | 08/31/2011 | | M | 6,872 | <u>(3)</u> | 05/07/2019 | Motorola Mobility Holdings, Inc. | 6,872 |

| | | | | | | | | | |
|--------------------------------------|----------|------------|---|--------|-----|------------|--|---|--------|
| buy) | | | | | | | | Common Stock | |
| Employee Stock Option (right to buy) | \$ 24.24 | 08/31/2011 | M | 34,232 | (4) | 06/12/2014 | | Motorola Mobility Holdings, Inc. Common Stock | 34,232 |
| Employee Stock Option (right to buy) | \$ 24.75 | 08/31/2011 | M | 294 | (5) | 05/05/2020 | | Motorola Mobility Holdings, Inc. Common Stock | 294 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rothman Marc E 600 N. U.S. HIGHWAY 45 LIBERTYVILLE, IL 60048 | | | SVP & Chief Financial Officer | |

Signatures

Jennifer M. Lagunas, on behalf of Marc E. Rothman, Senior Vice President and Chief Financial Officer, Motorola Mobiltiy Holdings, Inc. (Power of Attorney on File) 09/01/2011

__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) \$ 37.6687 is the weighted average sales price. Prices for this transaction ranged from \$37.55 to \$37.73. The reporting person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate sales price.
 - (2) This stock option was exercisable in two equal annual installments on January 21, 2010 and January 21, 2011.
 - (3) This stock option, representing a right to purchase a total of 13,745 shares, is exercisable in four equal annual installments beginning on May 7, 2010.
 - (4) This stock option was exercisable in two equal annual installments on June 12, 2010 and June 12, 2011.
 - (5) This stock option, representing a right to purchase a total of 12,495 shares, is exercisable in three equal annual installments beginning on May 5, 2011.

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.