

Motorola Mobility Holdings, Inc
 Form 4
 December 22, 2010

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 *
MOTOROLA INC

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)
1303 E. ALGONQUIN RD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/21/2010

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

SCHAUMBURG, IL 60103
 (City) (State) (Zip)

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

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: Beneficial or Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	12/21/2010		J ⁽¹⁾		294,255,263	D	\$ 0 0
					<u>(2)</u>		

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)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOTOROLA INC 1303 E. ALGONQUIN RD. SCHAUMBURG, IL 60103		X		

Signatures

Edward J. Fitzpatrick, Senior Vice President and Chief Financial Officer, Motorola, Inc.	12/22/2010
_____ **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) The record date for the distribution by Motorola, Inc. (NYSE: MOT) ("Motorola") of all the shares of Motorola Mobility Holdings, Inc. (NYSE: MMI) ("Motorola Mobility") owned by Motorola to the holders of Motorola common stock was December 21, 2010 at the close of business. The distribution of the shares is scheduled to occur on January 4, 2011.
- (2) The Reporting Person owned 1,000 shares of the Issuer's outstanding common stock prior to a stock split that was effected pursuant to a Certificate of Amendment to the Restated Certificate of Incorporation of the Issuer filed with the Secretary of State of Delaware on December 15, 2010, which shares represented 100% of the Issuer's issued and outstanding common stock. Pursuant to the stock split, each of the 1,000 shares of common stock of Motorola Mobility was subdivided and converted into 294,255.263 shares, resulting in the Reporting Person holding an aggregate of 294,255,263 shares.

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.