

Rothman Marc E  
 Form 4  
 November 03, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
 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)  
 11/02/2011

\_\_\_\_ 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 or Price		
Motorola Mobility Holdings, Inc. Common Stock	11/02/2011		M		12,413 A \$ 26.2	98,250	D
Motorola Mobility Holdings, Inc. Common Stock	11/02/2011		M		10,777 A \$ 36.95	109,027	D

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Motorola Mobility Holdings, Inc. Common Stock	11/02/2011	M	3,870	A	\$ 24.75	112,897	D
Motorola Mobility Holdings, Inc. Common Stock	11/02/2011	S	27,060	D	\$ 39 <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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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 26.2	11/02/2011		M	12,413	<u>(2)</u> 05/06/2013	Motorola Mobility Holdings, Inc. Common Stock 12,413
Employee Stock Option (right to buy)	\$ 36.95	11/02/2011		M	10,777	<u>(3)</u> 05/06/2018	Motorola Mobility Holdings, Inc. Common Stock 10,777
Employee Stock Option (right to buy)	\$ 24.75	11/02/2011		M	3,870	<u>(4)</u> 05/05/2020	Motorola Mobility Holdings, Inc. Common Stock 3,870

buy)

Common  
Stock

## 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)

11/03/2011

\_\_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).  
\$ 39.00 is the weighted average sales price. Prices for this transaction ranged from \$39.00 to \$39.0005. The reporting person undertakes
  - (1) 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 four equal annual installments beginning on May 6, 2004.
  - (3) This stock option, representing a right to purchase a total of 14,370 shares, is exercisable in four equal annual installments beginning on May 6, 2009.
  - (4) 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.