

Motorola Solutions, Inc.  
Form 4  
March 12, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**MARK KELLY S**

(Last) (First) (Middle)

**MOTOROLA SOLUTIONS,  
INC., 1303 E. ALGONQUIN ROAD**

(Street)

**SCHAUMBURG, IL 60196**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Motorola Solutions, Inc. [MSI]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/10/2014**

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)  
CVP, Strategy

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 (Instr. 4)
			Code	V	Amount (D) Price		
Motorola Solutions, Inc. - Common Stock	03/10/2014		A		3,010 (1)	A	\$ 0
					15,962.5356 (2)	D	

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

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(9-02)

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**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	\$ 66.43	03/10/2014		A	16,694	<sup>(3)</sup> 03/10/2024	Motorola Solutions, Inc. - Common Stock 16,694

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARK KELLY S MOTOROLA SOLUTIONS, INC. 1303 E. ALGONQUIN ROAD SCHAUMBURG, IL 60196			CVP, Strategy	

**Signatures**

Kristin L. Kruska, on behalf of Kelly S. Mark, Corporate Vice President, Strategy, (Power of Attorney on file) 03/12/2014

\_\_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) These units vest the later of (a) the date on which the average closing price of the company common stock for any fifteen consecutive trading days is 115% or greater than the average closing price of the company common stock for the fifteen trading days immediately preceding the date of grant on March 10, 2014 and (b) in three equal annual installments on the first, second and third anniversary of the grant date beginning on March 10, 2015.
  - (2) Includes shares acquired through the Motorola Solutions Employee Stock Purchase Plan and through the reinvestment of dividends.
  - (3) These options vest the later of (a) the date on which the average closing price of the company common stock for any fifteen consecutive trading days is 115% or greater than the average closing price of the company common stock for the fifteen trading days immediately preceding the date of grant on March 10, 2014 and (b) in three equal annual installments on the first, second and third anniversary of the grant date beginning March 10, 2015.

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.