

Motorola Solutions, Inc.

Form 4

March 11, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HACKER MARK 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)

**03/09/2016**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

**EVP, GC & Chief Admin Officer**

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 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 Indirect Beneficial Ownership (Instr. 4)
Motorola Solutions, Inc. - Common Stock	03/09/2016		M	2,733 A	\$ 0 <sup>(1)</sup> <u>(2)</u>	20,895.8535	D
Motorola Solutions, Inc. - Common Stock	03/09/2016		F	885 D	\$ 71.48 <sup>(1)</sup> <u>(2)</u>	20,010.8535	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)	8. Price of Deriv. Security (Instr. 3)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Market Stock Units	(3)	03/09/2016		M	2,761 (4)	(4)	(4)	Motorola Solutions, Inc. - Common Stock	2,761	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HACKER MARK S. MOTOROLA SOLUTIONS, INC. 1303 E. ALGONQUIN ROAD SCHAUMBURG, IL 60196			EVP, GC & Chief Admin Officer	

## Signatures

Kristin L. Kruska, on behalf of Mark S. Hacker, Executive Vice President, General Counsel  
and Chief Administrative Officer (Power of Attorney on File)

03/11/2016

\_\_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) Represents the vesting and payout of the first tranche (1/3) of the market stock units (MSU) (2,761) granted on March 9, 2015 at 99% payout factor and does not include 28 shares which were below the target number of shares originally reported.
- (2) Includes shares acquired through the Motorola Solutions Employee Stock Purchase Plan and through the reinvestment of dividends. 54.1654 shares were incorrectly included as dividend reinvestment shares on April 15, 2015. On April 16, 2015 the reinvestment was reversed and Mr. Hacker was paid cash for those shares. The total shares owned has been reduced by 54.1654 to reflect the correct

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ownership.

Each market stock unit (MSU") converts into shares of common stock on a 1-for-1 basis but the number of MSUs earned varies from 0% to 200% of the target number of MSUs based on the average of the closing price of the Company's common stock on the date of grant and the thirty calendar days immediately preceding the date of grant (referred to as Share Price on Date of Grant) as compared to the closing share price of the Company's common stock on the vesting date and the thirty calendar days immediately preceding the vesting date (referred to as Share Price on Vesting Date).

- (3) One-third of the MSU award will vest on each of the first, second and third anniversaries of the date of grant and will be converted into
- (4) shares of common stock based on a payout factor, provided that the MSUs will only vest if the Share Price on the Vesting Date equals at least 60% of the Share Price on the Date of Grant.

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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