

MOTOROLA INC  
Form DEFA14A  
February 01, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary proxy statement

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

**Motorola, Inc.**

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(Name of Registrant as Specified in Its Charter)

N/A

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(Name of Person(s) Filing Proxy Statement, if Other Than Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11. (Set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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  - (4) Date Filed: \_\_\_\_\_
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**Motorola Confirms Receipt of Notice of Nomination from Carl Icahn Entities**

SCHAUMBURG, Ill. February 1, 2008 Motorola, Inc. (NYSE: MOT) confirmed receipt of notice from Carl Icahn announcing his intent to nominate a slate of four directors to stand for election at the Company's 2008 Annual Meeting of Stockholders. The Company has not yet scheduled its 2008 Annual Meeting.

Motorola is currently reviewing the notice.

The notice states that the Carl Icahn entities may be deemed to beneficially own, in the aggregate, 114,289,100 shares of Motorola common stock, representing approximately 5% of Motorola's outstanding shares.

**About Motorola**

Motorola is known around the world for innovation in communications. The company develops technologies, products and services that make mobile experiences possible. Our portfolio includes communications infrastructure, enterprise mobility solutions, digital set-tops, cable modems, mobile devices and Bluetooth accessories. Motorola is committed to delivering next generation communication solutions to people, businesses and governments. A Fortune 100 company with global presence and impact, Motorola had sales of US \$36.6 billion in 2007. For more information about our company, our people and our innovations, please visit <http://www.motorola.com>.

Motorola and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Motorola in connection with the proposal described herein. Information regarding the special interests of these directors and executive officers in the proposal described herein will be included in any proxy statement filed by Motorola in connection with the proposal. In addition, Motorola files annual, quarterly and special reports, proxy and information statements, and other information with the Securities and Exchange Commission (the SEC). These documents are available free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov) or from Motorola at [www.motorola.com](http://www.motorola.com). Investors should read any proxy statement filed in connection with the proposal described herein carefully when it becomes available before making any voting or investment decision.

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