

YAZDI CYNTHIA

Form 4

March 12, 2019

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
YAZDI CYNTHIA

(Last) (First) (Middle)

MOTOROLA SOLUTIONS,
INC., 500 WEST MONROE

(Street)

CHICAGO, IL 60661

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Motorola Solutions, Inc. [MSI]

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

03/08/2019

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)
SVP COS Mktg&Com&MSIFoundation

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Motorola Solutions, Inc. - Common Stock	03/08/2019		M	871 A	\$ 0 ⁽¹⁾	5,188.3757 ⁽²⁾	D
Motorola Solutions, Inc. - Common Stock	03/08/2019		F	262 D	\$ 138.85	4,926.3757 ⁽²⁾	D
Motorola Solutions,	03/09/2019		F	162 D	\$ 138.85	4,764.3757 ⁽²⁾	D

Inc. -
Common
Stock

Motorola
Solutions,

Inc. - 03/10/2019
Common
Stock

F 123 D \$ 4,641.3757
138.85 (2) D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)		8. Price of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Market Stock Units	(3)	03/08/2019		M	665 (4)	(4)	(4)	Motorola Solutions, Inc. - Common Stock	665	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YAZDI CYNTHIA MOTOROLA SOLUTIONS, INC. 500 WEST MONROE CHICAGO, IL 60661			SVP COS Mktg&Com&MSIFoundation	

Signatures

Amber J. Livingston, on behalf of Cynthia Yazdi, Senior Vice President, Chief of Staff,
Marketing and Communications and Motorola Solutions Foundation (Power of Attorney on
File)

03/12/2019

____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 (665) and payout (871) of the first tranche (1/3) of the market stock units (MSU) granted on March 8, 2018 at 131% payout factor and such payment includes 206 shares which were above the target number of shares originally reported.
- (2) Includes shares acquired under the Motorola Solutions Employee Stock Purchase Plan and through the reinvestment of dividends.

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

- (3) 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). The target number of MSUs is reported in this Report.

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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