

OFFER DAVID SCOTT
Form 4
May 24, 2012

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

OMB APPROVAL

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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 *
OFFER DAVID SCOTT

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, General Counsel

MOTOROLA MOBILITY HOLDINGS, INC., 600 N. U.S. HIGHWAY 45

(Street)

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

LIBERTYVILLE, IL 60048

(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	(D)	Price
Motorola Mobility Holdings, Inc. - Common Stock	05/22/2012		D		11,261	D	\$ 40 72,575
Motorola Mobility Holdings, Inc. -	05/22/2012		D		72,575	D	\$ 0 0 (1)

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Common
Stock

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to buy)	\$ 36.95	05/22/2012		D	651	<u>(2)</u> 05/06/2018	Common Stock	651	
Employee Stock Option (Right to buy)	\$ 22.4	05/22/2012		D	6,560	<u>(3)</u> 05/07/2019	Common Stock	6,560	
Employee Stock Option (Right to buy)	\$ 24.75	05/22/2012		D	5,311	<u>(4)</u> 05/05/2015	Common Stock	5,311	
Employee Stock Option (Right to buy)	\$ 23.49	05/22/2012		D	16,910	<u>(5)</u> 07/01/2020	Common Stock	16,910	
Employee Stock Option (Right to buy)	\$ 29.59	05/22/2012		D	38,250	04/28/2012 <u>(6)</u> 01/28/2021	Common Stock	38,250	

Employee Stock Option (Right to buy)	\$ 29.59	05/22/2012	D	84,150	(7)	01/28/2021	Common Stock	84,1
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OFFER DAVID SCOTT MOTOROLA MOBILITY HOLDINGS, INC. 600 N. U.S. HIGHWAY 45 LIBERTYVILLE, IL 60048			SVP, General Counsel	

Signatures

Jennifer M. Lagunas on behalf of D. Scott Offer, Senior Vice President, General Counsel
(Power of Attorney on File) 05/24/2012

__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) Restricted stock units converted pursuant to the merger agreement between the issuer and Google Inc. into restricted stock units with respect to 4,716 shares of Google Inc. Class A common stock.

This stock option, which provided for vesting in four equal annual installments beginning on May 6, 2009, was cancelled in the merger in exchange for a cash payment of \$1985.55 representing the difference between the exercise price of the option and the \$40.00 merger consideration (\$3.05 per share).

(3) This stock option, which provided for vesting in four equal annual installments beginning on May 7, 2010, was cancelled in the merger in exchange for a cash payment of \$115,456.00 representing the difference between the exercise price of the option and the \$40.00 merger consideration (\$17.60 per share).

(4) This stock option, which provided for vesting in three equal annual installments beginning on May 5, 2011, was cancelled in the merger in exchange for a cash payment of \$80,992.75 representing the difference between the exercise price of the option and the \$40.00 merger consideration (\$15.25 per share).

(5) This stock option, which provided for vesting in two equal annual installments beginning on July 1, 2012, was cancelled in the merger in exchange for a cash payment of \$279,184.10 representing the difference between the exercise price of the option and the \$40.00 merger consideration (\$16.51 per share).

(6) This stock option which was fully vested on April 28, 2012 was cancelled in the merger in exchange for a cash payment of \$398,182.50 representing the difference between the exercise price of the option and the \$40.00 merger consideration (\$10.41 per share). This stock option and the following stock option with an exercise price of \$29.59 per share, were previously reported in the aggregate as a stock option which vested 25% on January 28, 2012 and in equal monthly installments for the 36 months thereafter.

(7) This stock option which provides for vesting in 33 equal monthly installments beginning on May 28, 2012 through January 28, 2015 was converted by Google Inc. in the merger into an option to purchase 5,468 shares of Google Inc. Class A common stock at a stock option exercise price of \$455.33 per share. This stock option and the preceding stock option with an exercise price of \$29.59 per share, were previously reported in the aggregate as a stock option which vested 25% on January 28, 2012 and in equal monthly installments for the 36 months thereafter.

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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