

MEREDITH THOMAS J  
Form 4  
May 24, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
MEREDITH THOMAS J

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)

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                              |   | 34,263  | D  | \$ 40 6,720                       |
| Motorola Mobility Holdings, Inc. Common Stock | 05/22/2012                           |  | D                              |   | 6,720   | D  | 0                                 |

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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 Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Employee Stock Option (Right to Buy)              | \$ 35.91   | 05/22/2012                           |  | D                              | 13,545  | (2) 02/28/2018   | Common Stock  |
| Employee Stock Option (Right to Buy)              | \$ 33.5  | 05/22/2012                           |  | D                              | 15,009  | (3) 03/31/2018   | Common Stock  |
| Non-Employee Director Stock Option (Right to Buy) | \$ 29.59   | 05/22/2012                           |  | D                              | 2,671   | 05/06/2011 01/28/2021                                    | Common Stock  |
| Non-Employee Director Stock Option (Right to Buy) | \$ 25.04   | 05/22/2012                           |  | D                              | 8,399   | 05/09/2012 05/09/2021                                    | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MEREDITH THOMAS J<br>600 N. U.S. HIGHWAY 45<br>LIBERTYVILLE, IL 60048 |               | X         |         |       |

## Signatures

Jennifer Lagunas on behalf of Thomas J. Meredith, Director (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 issuer and Google Inc. into restricted stock units with respect to 437 shares of Google, Inc. Class A common stock on January 1, 2014 pursuant to deferred distribution election of the reporting person.  
This stock option, which vested in four equal annual installments beginning on February 28, 2009, was cancelled in the merger in
- (2) exchange for a cash payment of \$55,399.05 representing the difference between the exercise price of the option and the \$40.00 merger consideration (\$4.09 per share).  
This stock option, which vested in four equal annual installments beginning on March 31, 2009, was cancelled in the merger in exchange
- (3) for a cash payment of \$97,558.50 representing the difference between the exercise price of the option and the \$40.00 merger consideration (\$6.50 per share).
- (4) This stock option was cancelled in the merger in exchange for a cash payment of \$27,805.11 representing the difference between the exercise price of the option and the \$40.00 merger consideration (\$10.41 per share).
- (5) This stock option was cancelled in the merger in exchange for a cash payment of \$125,649.04 representing the difference between the exercise price of the option and the \$40.00 merger consideration (\$14.96 per share).

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.