

MOTOROLA INC  
Form 8-K  
November 18, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 8-K  
CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): November 15, 2005

**Motorola, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-7221

(Commission File Number)

36-1115800

(I.R.S. Employer Identification No.)

1303 East Algonquin Road, Schaumburg, Illinois  
(Address of Principal Executive Offices)

60196  
(Zip code)

(847) 576-5000

(Registrant's Telephone Number, Including Area Code)

Not applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement**

**Director Compensation**

The form and amount of compensation paid to Motorola's non-employee directors is reviewed from time to time by the Nominating and Governance Committee ( Nominating Committee ) of Motorola's Board of Directors ( Board ) with input from the Compensation and Leadership Committee ( Compensation Committee ) of the Board regarding market trends relating to director compensation. The last increase in Board compensation was effective as of January 1, 2003.

On November 15, 2005, upon the recommendation of the Nominating Committee, the Board approved changes to the equity and cash compensation of the non-employee directors, effective as of January 1, 2006. The changes are described below.

- 1 The deferred stock units convert to shares of Motorola common stock upon a director's termination of service from the Board. The shares have been issued under the Motorola Non-Employee Directors Stock Plan and the Motorola Omnibus Incentive Plan of 2003 and in the future will be issued under the Motorola equity incentive plan designated by the Compensation Committee.
- 2 The MDCP offers a wide variety of investment options. Directors prior

to January 1, 2005 could elect to have distributions while they are directors or after they retire from the Board.

3 The number of deferred stock units will be determined by dividing \$120,000 by the fair market value of a share of Motorola common stock on the date of grant. The deferred stock units will convert to shares of Motorola common stock upon a director's termination of service from the Board and the shares will be issued under the Motorola equity incentive plan designated by the Compensation Committee. Dividend equivalents will be reinvested in additional deferred stock units.

4 On May 3, 2005 each non-employee director received options

to acquire  
15,000 shares of  
Motorola  
common stock  
for \$15.47 per  
share, the fair  
market value of  
the shares on the  
date of grant.  
The options  
were granted  
under the  
Motorola  
Omnibus  
Incentive Plan  
of 2000, as  
amended.

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Amendment of Motorola Long Range Incentive Plan (LRIP) of 2005

On November 15, 2005, the Compensation Committee amended the Motorola Long Range Incentive Plan (LRIP) of 2005, as amended, ( LRIP ) to authorize pro-rated participation for newly elected officers and for the pro-ration of target awards for participants whose elected officer level changes or is eliminated through promotion or reclassification. The LRIP as now amended is filed with this report as Exhibit 10.43 and the summary of the amendments to the LRIP described herein is qualified in its entirety by reference to the full text of the LRIP.

**Item 9.01. Financial Statements and Exhibits.**

(c) The following are filed as Exhibits to this Report.

Exhibit No.      Document

10.43              Motorola Long-Range Incentive Plan (LRIP) of 2005, as amended through November 15, 2005.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MOTOROLA, INC.

Dated: November 17, 2005

By: /s/ Ruth A. Fattori  
Ruth A. Fattori  
Executive Vice President, Human  
Resources

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EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>DOCUMENT</u>
10.43	Motorola Long-Range Incentive Plan (LRIP) of 2005, as amended through November 15, 2005.