

MOTOROLA INC  
Form DEFA14A  
April 04, 2007

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

**SCHEDULE 14A  
(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION**

**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 Section 240.14a-12

**Motorola, Inc.**

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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

(1) Title of each class of securities to which transaction applies: Class A  
Common Shares,

Class B Common Shares

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

Per unit price or other underlying value of transaction computed

(3) pursuant to Exchange

Act Rule 0-11 (set forth the amount on which the filing fee is calculated  
and state how

it was determined):

(4) Proposed maximum aggregate value of transaction:

(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.

- (1) Amount previously paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:
-

As previously announced pursuant to a press release filed on Form 8-K with the Securities and Exchange Commission on March 21, 2007, and as amended on March 27, 2007, Thomas J. Meredith was appointed acting Chief Financial Officer of Motorola, effective April 1, 2007. Mr. Meredith has served on Motorola's Board of Directors since January 2005 and has been nominated for re-election by the Board of Directors at Motorola's 2007 Annual Meeting of Stockholders.

Effective April 1, 2007, in light of Mr. Meredith's new role as acting Chief Financial Officer, he is no longer considered to be independent within the meaning of the Motorola, Inc. Director Independence Guidelines or the New York Stock Exchange listing standards. Mr. Meredith has resigned as a member of the Audit and Legal Committee.

Mr. Meredith's biography set forth in Motorola's proxy statement dated March 14, 2007 under the heading "Nominees - Who are the Nominees?", is hereby amended to refer to Mr. Meredith's role as acting Chief Financial Officer. In addition, the description of Mr. Meredith as being independent set forth under "Corporate Governance Matters - Which Directors are Independent?" is amended to indicate that, beginning April 1, 2007, Mr. Meredith is no longer considered independent.

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