

NEXTEL COMMUNICATIONS INC

Form SC 13D/A

June 30, 2005

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 8)***

Nextel Communications, Inc.
(Name of Issuer)

Class A Common Stock, par value \$0.001 per share
(Title of Class of Securities)

65332V103
(CUSIP Number)

**Carol Forsyte
Motorola, Inc.
1303 East Algonquin Road
Schaumburg, IL 60196
(847) 576-7646**

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 21, 2005
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

1. Name of Reporting Person: Motorola, Inc. I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
Not applicable

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
Delaware

7. Sole Voting Power:
54,053,780 (Includes 29,053,780 shares of Class B Non-Voting Common Stock which in certain circumstances are convertible into Class A Common Stock See Item 5; and up to 25,000,000 shares which are subject to forward sale and pledge agreements See Item 6)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power:
606,220 (Comprised of Class B Non-Voting Common Stock which in certain circumstances are convertible into Class A Common Stock See Item 5)

9. Sole Dispositive Power:
54,053,780 (Includes 29,053,780 shares of Class B Non-Voting Common Stock which in certain circumstances are convertible into Class A Common Stock See Item 5; and up to 25,000,000 shares which are subject to forward sale and pledge agreements See Item 6)

10. Shared Dispositive Power:
606,220 (Comprised of shares of Class B Non-Voting Common Stock which in certain circumstances are convertible into Class A Common Stock See Item 5)
-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
54,660,000 (Includes 29,660,000 shares of Class B Non-Voting Common Stock which in certain circumstances are convertible into Class A Common Stock See Item 5; and up to 25,000,000 shares which are subject to forward sale and pledge agreements See Item 6)
-

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
o
-

13. Percent of Class Represented by Amount in Row (11):
4.86%
-

14. Type of Reporting Person (See Instructions):
CO
-
-

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1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Motorola Canada Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
Not applicable

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
Canada

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power:
-0-

8. Shared Voting Power:
-0-

9. Sole Dispositive Power:
-0-

10. Shared Dispositive Power:
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

-0-

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

o

13. Percent of Class Represented by Amount in Row (11):

N/A

14. Type of Reporting Person (See Instructions):

CO

1. Name of Reporting Person: Motorola SMR, Inc. I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
Not applicable.

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
New Jersey

7. Sole Voting Power:
-0-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power:
606,220 (Comprised of shares of Class B Non-Voting Common Stock which in certain
circumstances are convertible into Class A Common Stock See Item 5)

9. Sole Dispositive Power:
-0-

10. Shared Dispositive Power:
606,220 (Comprised of shares of Class B Non-Voting Common Stock which in certain
circumstances are convertible into Class A Common Stock See Item 5)

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
606,220 (Comprised of shares of Class B Non-Voting Common Stock which in certain circumstances are convertible into Class A Common Stock See Item 5)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
o

13. Percent of Class Represented by Amount in Row (11):
0.05%

14. Type of Reporting Person (See Instructions):
CO

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Item 1. Security and Issuer.**AMENDMENT NO. 8 TO SCHEDULE 13D**

This Amendment No. 8 (Amendment) relates to the Class A Common Stock, par value \$0.001 per share (the Nextel Class A Common Stock), of Nextel Communications, Inc., a Delaware corporation (Nextel). The Report on Schedule 13D filed by Motorola dated August 7, 1995, as amended by Amendment No. 1 dated May 10, 1996, Amendment No. 2 dated July 29, 1999, Amendment No. 3 dated April 6, 2001; Amendment No. 4 dated March 3, 2003, Amendment No. 5 dated September 30, 2004, Amendment No. 6 dated December 14, 2004 and Amendment No. 7 dated May 16, 2005 (hereinafter collectively referred to as Motorola Schedule 13D), is hereby amended and supplemented as set forth below. All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motorola Schedule 13D.

The percentage of Nextel Class A Common Stock reported in this Amendment as being beneficially owned by Motorola, Inc. (Motorola), Motorola SMR, Inc. (Motorola SMR) and Motorola Canada Limited (Motorola Canada) is based upon the number of outstanding shares of common stock on April 29, 2005 as identified in Nextel 's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005.

Item 2. Identity and Background.

Item 2 is amended and restated to read as follows:

(a) (c), (f) This statement is being filed by Motorola, Inc., a Delaware corporation (Motorola), Motorola SMR, Inc., a New Jersey corporation and wholly-owned subsidiary of Motorola (Motorola SMR), and Motorola Canada Limited, a corporation organized under the laws of Canada and a wholly-owned subsidiary of Motorola (Motorola Canada).

Motorola 's principal executive offices are located at 1303 East Algonquin Road, Schaumburg, Illinois 60196. Motorola is a global communications leader that provides seamless mobility products and solutions across broadband, embedded systems and wireless networks.

Motorola has the following four operating business groups:

Mobile Devices. Motorola designs, manufactures, sells and services wireless handsets, with integrated software and accessory products.

Networks. Motorola designs, manufactures, sells, installs and services wireless infrastructure communication systems, including hardware and software. Motorola also provides end-to-end wireless networks, including radio base stations, base site controllers, associated software and services, mobility soft switching, application platforms and third-party switching for CDMA, GSM, iDEN® and UMTS technologies. In addition, the segment designs, manufactures, and sells: (i) embedded communications computing platforms, (ii) fiber-to-the-premise (FTTP) and fiber-to-the-node (FTTN) transmission systems supporting high-speed data, video and voice, and (iii) wireless broadband systems.

Government and Enterprise Mobility Solutions. Motorola designs, manufactures, sells, installs and services analog and digital two-way radio, voice and data communications products and systems to a wide range of public-safety, government, utility, transportation and other worldwide markets, and participates in the expanding market for integrated information management, mobile and biometric applications and services. Motorola also designs, manufactures and sells automotive and industrial electronics systems, and telematics systems that enable automated

roadside assistance, navigation and advanced safety features for automobiles.

Connected Home Solutions. Motorola designs, manufactures and sells a wide variety of broadband products, including: (i) digital systems and set-top terminals for cable television and broadcast networks; (ii) high speed data products, including cable modems and cable modem termination systems,

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as well as Internet Protocol-based telephony products; (iii) hybrid fiber coaxial network transmission systems used by cable television operators; (iv) digital satellite television systems; and (v) direct-to-home satellite networks and private networks for business communications.

The names, business addresses and present principal occupations of the directors and executive officers of Motorola are set forth in the attached Appendix 1, which is incorporated herein by reference. To the best of Motorola's knowledge, all directors and executive officers of Motorola are citizens of the United States unless otherwise noted.

Motorola SMR is a wholly-owned subsidiary of Motorola which contributed its assets to Nextel in conjunction with the Merger (as defined in Item 3 of the Motorola Schedule 13D) and is now engaged in no business other than holding shares of Nextel Common Stock (as defined in Item 3 of the Motorola Schedule 13D). Motorola SMR's executive offices are located at 1303 East Algonquin Road, Schaumburg, Illinois 60196. The name, business address and present principal occupation of each of its executive officers and directors are set forth in Appendix 2 hereto. To the best of Motorola SMR's knowledge, all directors and executive officers of Motorola SMR are citizens of the United States, unless otherwise noted.

Motorola Canada is a wholly-owned subsidiary of Motorola and is principally engaged in the communications and electronics businesses in Canada. Motorola Canada's executive offices are located at 8133 Warden Avenue, Markham, Ontario Canada L6G 1B3. The name, business address, present principal occupation and citizenship of each of its executive officers and directors are set forth in Appendix 3 hereto.

(d) (e) None of Motorola, Motorola SMR, Motorola Canada or, to the best of Motorola's, Motorola SMR's and Motorola Canada's knowledge, any of the directors or executive officers listed on Appendices 1 through 3 has been, during the last five years, (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 5. Interest in Securities of the Company.

Item 5 is amended and restated to read as follows:

(a) (c) Motorola is the beneficial owner (as defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the Exchange Act)) of 54,660,000 shares of Nextel Class A Common Stock (constituting 4.86% of the total outstanding shares of Nextel's Class A Common Stock). As to such shares, Motorola may be deemed to exercise sole voting and sole dispositive power with respect to 54,053,780 shares and shared voting and dispositive power as to 606,220 shares (including 29,053,780 and 606,220 shares of Class B Non-Voting Common Stock, respectively, which are convertible in certain circumstances into Class A Common Stock).

Motorola SMR is the beneficial owner (as defined in Rule 13d-3 under the Exchange Act) of 606,220 shares of Nextel Class A Common Stock (constituting 0.05% of the total outstanding shares of Nextel's Class A Common Stock). As to such shares (which are comprised of shares of Class B Non-Voting Common Stock that are convertible in certain circumstances into Class A Common Stock), Motorola SMR may be deemed to exercise shared voting and dispositive power.

As a result of the transactions described below Motorola Canada has disposed of all shares of Nextel Class A Common Stock held by it.

- ¹ Motorola's beneficial ownership of Nextel Class A Common Stock consists of (i) 25,000,000 shares of Nextel Class A Common Stock and (ii) 29,660,000 shares of Nextel Class A Common Stock deemed to be outstanding under Rule 13d-3(d).
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Motorola, Motorola SMR and Motorola Canada sold 5,113,988, 1,416,780 and 5,000,000 shares of Nextel Class A Common Stock, respectively, in the open market during the period from June 8, 2005 through June 21, 2005 at an aggregate average price per share equal to \$32.04 resulting in aggregate proceeds equal to \$369,500,881.

As of June 21, 2005, Motorola ceased to be the beneficial owner of more than 5% of the total number of shares of Nextel Class A Common Stock and will no longer be required to report its holdings on this Motorola Schedule 13D.

(d) Not applicable.

(e) Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated: June 30, 2005

MOTOROLA, INC.

By /s/ Carol H. Forsyte
Name: Carol H. Forsyte
Corporate Vice President,
Corporate and Securities

Dated: June 30, 2005

MOTOROLA SMR, INC.

By /s/ Carol H. Forsyte
Name: Carol H. Forsyte
Assistant Secretary

Dated: June 30, 2005

MOTOROLA CANADA LIMITED

By /s/ Carol H. Forsyte
Name: Carol H. Forsyte
Assistant Secretary

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APPENDIX I
 INFORMATION CONCERNING
 THE DIRECTORS AND EXECUTIVE OFFICERS OF MOTOROLA

The following table sets forth the name, business address, and principal occupation or employment at the present time for each director and executive officer of Motorola. Unless otherwise noted, each such person is a citizen of the United States. In addition, unless otherwise noted, each such person's business address is 1303 East Algonquin Road, Schaumburg, Illinois 60196.

DIRECTORS OF MOTOROLA

| | |
|----------------------|---|
| Edward J. Zander | Chairman of the Board and Chief Executive Officer, Motorola, Inc. |
| H. Laurance Fuller | Retired; formerly Co-Chairman of the Board of Directors, BP Amoco, p.l.c. His business address is: Primacy Business Center, 1111 E. Warrenville Road, Suite 257, Naperville, IL 60563. |
| Judy C. Lewent | Executive Vice President and Chief Financial Officer and President, Human Health Asia, Merck & Co., Inc. Her business address is: Merck & Co., Inc., One Merck Drive, Whitehouse Station, NJ 08889. |
| Dr. Walter E. Massey | President of Morehouse College. His business address is: Morehouse College, 830 Westview Drive, SW, Atlanta, GA 30314. |
| Thomas J. Meredith | General Partner of Meritage Capital, L.P. and Chief Executive Officer of MFI Capital. His business address is: MFI Capital, 248 Addie Roy Road C200, Austin, TX 78746. |
| Nicholas Negroponte | Chairman of the Massachusetts Institute of Technology Media Laboratory. His business address is: Massachusetts Institute of Technology Media Lab, 20 Ames St. E15-210, Cambridge, MA 02139. |
| Indra K. Nooyi | President and Chief Financial Officer, PepsiCo, Inc. Her business address is: 700 Anderson Hill Road, Purchase, NY 10577. |
| Samuel C. Scott III | Chairman, President and Chief Executive Officer, Corn Products International. His business address is: Corn Products International, 5 Westbrook Corporate Center, Westchester, IL 60154. |
| Ron Sommer | Former Chief Executive Officer of Deutsche Telekom AG. His business address is: Deutsche Telekom AG, Griedrich-Ebert-Allee 140, 53113 Bonn, Germany. Citizenship: German. |
| James R. Stengel | Global Marketing Officer of The Procter & Gamble Company. His business address is: The Procter & Gamble Company, One Procter & Gamble Plaza, Cincinnati, OH 45202. |

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Douglas A. Warner III Retired; formerly Chairman of the Board, J.P. Morgan Chase & Co. His business address is: J.P. Morgan Chase & Co., 345 Park Avenue, 11th Floor, New York, NY 10154.

Dr. John A. White Chancellor, University of Arkansas. His business address is: University of Arkansas, 425 Administration Building, Fayetteville, AR 72701.

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EXECUTIVE OFFICERS OF MOTOROLA, INC.
(WHO ARE NOT ALSO DIRECTORS OF MOTOROLA)

| | |
|-----------------------|--|
| Gregory Q. Brown | Executive Vice President, President, Government and Enterprise Mobility Solutions. |
| David W. Devonshire | Executive Vice President, Chief Financial Officer. |
| Ruth A. Fattori | Executive Vice President, Human Resources. |
| Ronald Garriques | Executive Vice President, President, Mobile Devices. |
| A. Peter Lawson | Executive Vice President, General Counsel and Secretary. |
| Daniel M. Moloney | Executive Vice President, President, Connected Home Solutions. |
| Adrian R. Nemcek | Executive Vice President, President, Networks. |
| Richard N. Nottenburg | Executive Vice President, Chief Strategy Officer. |
| Stuart C. Reed | Senior Vice President, Chief Supply Chain Officer. |
| Padmasree Warrior | Executive Vice President, Chief Technology Officer. |

APPENDIX 2

INFORMATION CONCERNING THE DIRECTORS
AND EXECUTIVE OFFICERS OF MOTOROLA SMR, INC.

The following table sets forth the name, business address, and principal occupation or employment at the present time for each director and executive officer of Motorola SMR, Inc. Unless otherwise noted, each such person is a citizen of the United States. In addition, unless otherwise noted, each such person's business address is 1303 East Algonquin Road, Schaumburg, Illinois 60196.

DIRECTORS OF MOTOROLA SMR, INC.

| | |
|-------------------|---|
| David Devonshire | President of Motorola SMR, Inc. Executive Vice President, Chief Financial Officer of Motorola, Inc. |
| Garth L. Milne | Senior Vice President and Treasurer of Motorola SMR, Inc. Senior Vice President and Senior Treasury Advisor of Motorola, Inc. |
| Steven J. Strobel | Senior Vice President of Motorola SMR, Inc. Senior Vice President, Corporate Controller of Motorola, Inc. |

EXECUTIVE OFFICERS OF MOTOROLA SMR, INC.
(WHO ARE NOT ALSO DIRECTORS OF MOTOROLA SMR, INC.)

| | |
|-----------------|---|
| A. Peter Lawson | Secretary of Motorola SMR, Inc. Executive Vice President, General Counsel and Secretary of Motorola, Inc. |
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APPENDIX 3

INFORMATION CONCERNING THE DIRECTORS
AND EXECUTIVE OFFICERS OF MOTOROLA CANADA LIMITED

The following table sets forth the name, business address, and principal occupation or employment at the present time for each director and executive officer of Motorola Canada Limited. To the best of Motorola Canada Limited's knowledge, the citizenship of the directors and executive officers is as listed below. In addition, unless otherwise noted, each such person's business address is 1303 East Algonquin Road, Schaumburg, Illinois 60196.

DIRECTORS OF MOTOROLA CANADA LIMITED

| | |
|------------------|---|
| Frank A. Maw | President of Motorola Canada Limited. His business address is: 8133 Warden, Markham, Ontario L6G 1B3. Citizenship: Canadian. |
| Robert Nichols | Vice President and Director of Business Operations of Motorola Canada Limited. His business address is: 8133 Warden, Markham, Ontario L6G 1B3. Citizenship: Canadian. |
| Edward J. Hughes | Assistant Treasurer of Motorola Canada Limited. Corporate Vice President, Finance, International Finance, Corporate of Motorola, Inc. Citizenship: U.S. |

EXECUTIVE OFFICERS OF MOTOROLA CANADA LIMITED
(WHO ARE NOT ALSO DIRECTORS OF MOTOROLA CANADA LIMITED)

| | |
|----------------------|---|
| David W. Devonshire | Executive Vice President of Motorola Canada Limited. Executive Vice President, Chief Financial Officer of Motorola, Inc. |
| James A. MacLaughlin | Senior Vice President and Treasurer of Motorola Canada Limited. Senior Vice President and Treasurer of Motorola, Inc. Citizenship: U.S. |
| Paul C. Frew | Vice President, Government Relations of Motorola Canada Limited. His business address is: 8133 Warden, Markham, Ontario L6G 1B3. Citizenship: Canadian. |
| Michael R. Hortie | Vice President and General Manager, Mobile Devices of Motorola Canada Limited. Director of Sales, Mobile Devices, Motorola, Inc. His business address is: 8133 Warden, Markham, Ontario L6G 1B3. Citizenship: Canadian. |
| Lewis Steverson | Secretary of Motorola Canada Limited. Vice President, Law, Government and Enterprise Mobility Solutions, Motorola, Inc. Citizenship: U.S. |