

MOTOROLA INC
Form SC TO-C
March 03, 2009

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

**SCHEDULE TO
(Rule 13e-4)
*Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934***

MOTOROLA, INC.
(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Common Stock, \$3 par value per share
(Title of Class of Securities)

620076109
(CUSIP Number of Class of Securities Underlying Common Stock)

Edward J. Fitzpatrick
Acting Chief Financial Officer, Senior Vice President and Corporate Controller
1303 East Algonquin Road
Schaumburg, Illinois 60196
(847) 576-5000
(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications on Behalf of Filing Persons)

Copies to:
Craig A. Roeder
Christopher M. Bartoli
Baker & McKenzie LLP
One Prudential Plaza, Suite 3500
130 East Randolph Drive
Chicago, IL 60601
(312) 861-8000
CALCULATION OF FILING FEE

Transaction Valuation*
Not applicable*

Amount of Filing Fee
Not applicable*

* Pursuant to
General
Instruction D to
Schedule TO, a
filing fee is not
required in

connection with
this filing as it
contains only
preliminary
communications
made before the
commencement
of a tender offer.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable.

Form or Registration No.: Not applicable.

Filing party: Not applicable.

Date filed: Not applicable.

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This filing contains only preliminary communications made before the commencement of an anticipated tender offer to allow employees of Motorola, Inc. (the Company) that hold certain eligible stock options to exchange their stock options for replacement stock options (the Option Exchange Program).

Attached are (i) an email communication, dated March 3, 2009, from Greg Brown and Jha Sanjay, the Company's Co-CEOs, to the employees of the Company describing the Company's proposal to implement the Option Exchange Program in the near future, if the Option Exchange Program is approved by the Company's stockholders at the Annual Meeting; (ii) frequently asked questions regarding the proposed Option Exchange Program, which is being sent to the Company's employees on March 3, 2009; and (iii) a form of key terms defining certain terms related to the Option Exchange Program, which is being sent to the Company's employees on March 3, 2009.

The Company has not initiated the Option Exchange Program and will not do so unless it receives approval from its stockholders at its 2009 Annual Meeting of Stockholders. Even if stockholder approval is obtained, the Company may still decide to not implement the Option Exchange Program or to delay its implementation. If the Option Exchange Program is commenced, the Company will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission (SEC). Persons who may be eligible to participate in the Option Exchange Program should read the Tender Offer Statement and other related materials when they become available because they will contain important information about the Option Exchange Program. The Company's stockholders and option holders will be able to obtain these written materials and other documents filed by the Company with the SEC free of charge from the SEC's website at www.sec.gov.

ITEM 12. EXHIBITS.

EXHIBIT

NUMBER DESCRIPTION

- | | |
|-------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1 | E-mail communication to all Motorola employees, dated March 3, 2009, from Greg Brown, President and Co-CEO, Motorola and CEO, Broadband Mobility Solutions, and Sanjay Jha, Co-CEO, Motorola and CEO, Mobile Devices. |
| 99.2 | 2009 Option Exchange Program Questions and Answers, provided as of March 3, 2009. |
| 99.3 | Form of Key Terms, provided as of March 3, 2009. |