

November 20, 2001

Office of the Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Public Avail. Date: 12/31/01 0122200206  
Act Section Rule  
1934 14(a) 14a-8

Re: Exclusion of Stockholder Proposal  
Securities Exchange Act of 1934 -Rule 14a-8

Dear Ladies and Gentleman:

This is to advise you that pursuant to Rule 14a-8(j) it is the intention of Motorola, Inc. ("Company") to exclude from its proxy statement and form of proxy for the Company's 2002 Annual Meeting of Stockholders ("Proxy Materials"), the attached stockholder proposal ("October Proposal") dated October 27, 2001 and submitted by Mr. Randall S. Smith ("Proponent"). The Proposal proposes that all corporate bonus plans for key employees and members of the Board of Directors be amended to require the Company to have both a pre-tax operating profit and net revenue growth. It further provides for the Compensation Committee to determine the required percentages of each. The Proponent requests that the October Proposal be included "in the company's proxy materials for the next annual meeting". The Company's next regularly scheduled annual meeting is scheduled for May 6, 2002 ("2002 annual meeting").

The Company believes that it may properly exclude the October Proposal from its 2002 Proxy Materials pursuant to Rule 14a-8(c), because the Proponent has already submitted a proposal for consideration at the 2002 annual meeting. We respectfully request that the staff of the Division of Corporation Finance ("Staff") concur that no enforcement action will be recommended if the Company omits the October Proposal from its Proxy Materials for the reasons described herein.

Pursuant to Rule 14a-8(j), the Company is filing with the Commission six (6) paper copies of this letter together with six (6) paper copies of the October Proposal (attached as Exhibit A hereto). By copy of this letter, the Company is simultaneously providing a copy of this submission to the Proponent.

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### Background

On August 2, 2001 Proponent submitted a proposal dated July 23, 2001 (the "July Proposal") for consideration at the "next annual meeting" which is the 2002 annual meeting (attached as Exhibit B hereto). On September 19, 2001 the Company advised the staff of the Division of Corporation Finance ("Staff") of its intent to omit the July Proposal under Rule 14a-8(b) and Rule 14a-8 (f) since the Proponent failed to supply, within 14 days of receipt of Motorola's request, documentary support sufficiently evidencing that he satisfied the minimum ownership requirement for the one-year period required by rule 14a-8(b). On September 28, 2001 the Staff advised the Company by letter ("Staff Response Letter") that they will not recommend enforcement action to the Commission if Motorola omits the July Proposal from its proxy materials in reliance on Rules 14a-8(b) and 14a-8(f). A copy of the Staff's response is attached as Exhibit C hereto. On October 31, 2001 the Company received the October Proposal from the Proponent. The October Proposal is substantively similar to the July Proposal although the October Proposal provides for the Company's Compensation Committee to make certain determinations. The Proponent attached to the October Proposal a statement from his broker establishing his eligibility to submit the October Proposal and stated his intention to hold his Motorola securities at least through the date of the 2002 stockholder meeting.

### Legal Analysis

-- The Company believes that the October Proposal is a different proposal than the July Proposal and therefore can be omitted pursuant to Rule 14a-8(c). Rule 14a-8(c) provides that each stockholder may submit no more than one proposal to a company for a particular shareholders' meeting. Since the Proponent previously submitted a proposal for the 2002 annual meeting, the July Proposal, he is not eligible to submit a second proposal, the October Proposal, to the Company for consideration at the 2002 annual meeting pursuant to Rule 14a-8(c). The Proponent appears to treat the October Proposal as a different proposal from the July Proposal since he makes no reference in his October Proposal to the July Proposal. Although the October Proposal relates to a similar subject the wording of the October Proposal is different from the July Proposal. The Company believes that the October Proposal should be treated as the Proponent's second proposal for the 2002 annual meeting since the Company has submitted its no-action request to the Staff and received the Staff's response regarding the Proponent's July Proposal. The Staff has on numerous occasions permitted the omission of a shareholder proposal from proxy materials where the proponent submitted more than one proposal for a particular shareholder's meeting. See for example Met-Pro Corporation (November 29, 2000) and Spartan Motors, Inc. (March 12, 2001) where related proponents who are treated as one proponent submitted more than one proposal for a particular shareholder's meeting.

If the October Proposal is treated as a revision of the July Proposal, then it may be omitted pursuant to the procedural deficiencies of the July Proposal addressed in the

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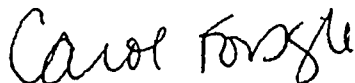
Staff's Response Letter. The Proponent did not cure the procedural deficiencies of the July Proposal on a timely basis and should not be given a second opportunity to do so.

The Company reserves the right to exclude the Proponent's October Proposal under Rule 14a-8(i), and supplement this letter accordingly, if the Staff is unable to confirm that the Proponent does not meet the procedural requirements to submit the October Proposal under Rules 14a-8(c).

For the foregoing reasons, we request that you concur in our view that, in accordance with Rule 14a-8(j), the Company may properly exclude the October Proposal from its Proxy Materials and that no enforcement action will be recommended if the Company omits the October Proposal from its proxy materials.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Should you disagree with the conclusions set forth in this letter, we respectfully request the opportunity to confer with you prior to the determination of the Staff's final position. Please do not hesitate to call me at (847) 576-7646 if I can be of any further assistance in this matter.

Sincerely,



Carol H. Forsyte

Vice President  
Corporate and Securities

cc: Mr. Randall S. Smith

Attachments: Exhibits A, B and C

1221 Cambridge Road  
Maitland, Fl. 32751  
October 27, 2001

A. Peter Lawson, Secretary  
Motorola, Inc.  
1303 East Algonquin Road  
Schaumburg, Illinois 60196

Exhibit A

Dear Mr. Lawson:

I write to you as a stockholder of Motorola common shares. They are currently held in street name with my broker, Charles Schwab, Inc. I have continuously held 2500 shares in excess of one year and am attaching a letter from my broker verifying this statement. It is my intention to hold these shares at least through the date of the 2002 shareholders' meeting.

I request that the following proposal be included in the company's proxy materials for the next annual meeting:

"In order to more closely align the interests of Motorola management with those of shareholders, I do hereby propose that all corporate bonus plans for key employees and members of the Board of Directors be amended to require the company to have both a pre-tax operating profit and net revenue growth. The required percentages of each will be determined by the Compensation Committee."

Sincerely,



Randall S. Smith

cc: Office of the Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission

December 31, 2001

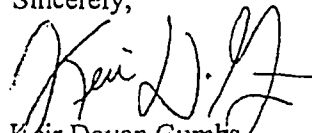
**Response of the Office of Chief Counsel  
Division of Corporation Finance**

Re: Motorola, Inc.  
Incoming letter dated November 20, 2001

The proposal relates to Motorola's bonus plans for key employees and board members.

There appears to be some basis for your view that the proposal may be omitted from the Company's proxy materials under rule 14a-8(c), which provides that a shareholder "may submit no more than one proposal to a company for a particular shareholders' meeting." In arriving at this position, the staff has particularly noted that the proponent previously submitted a proposal for inclusion in the company's proxy materials with respect to the same meeting. Accordingly, we will not recommend enforcement action to the Commission if Motorola omits the proposal from its proxy materials in reliance on rules 14a-8(c) and 14a-8(f).

Sincerely,



Keir Devon Gumbs  
Special Counsel