



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

December 1, 2010

Dr. Sanjay K. Jha
Chief Executive Officer
Motorola Mobility Holdings, Inc.
600 North US Highway 45
Libertyville, Illinois 60048

**Re: Motorola Mobility Holdings, Inc.
Amendment 4 to Form 10
Filed November 30, 2010
File No. 001-34805**

Dear Dr. Jha:

We have completed our review of your filing and do not have any further comments at this time.

Sincerely,

/s/ Paul Fischer for
Larry Spigel
Assistant Director

cc: Via facsimile to (847) 761-1819
Carol Forsyte, Esq.