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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-0402

DIVISION OF
CORPORATION FINANCE

[redacted]

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NO ACT
P.E 11-20-01
1-07221

December 31, 2001

Carol H. Forsyte
Vice President
Corporate and Securities
Motorola, Inc.
1303 E. Algonquin Road
Schaumburg, Illinois 60196-1079

Act 1934
Section
Rule 14A-8
Public Availability 12/31/2001

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

Dear Ms. Forsyte:

This is in response to your letters dated November 20, 2001 and December 27, 2001 concerning the shareholder proposal submitted to Motorola by Randall Smith. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all the correspondence will also be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Martin P. Dunn

Martin P. Dunn
Associate Director (Legal)

cc: Randall S. Smith
1221 Cambridge Road
Maitland, FL 32751

P

CRGK

MOTOROLA

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

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 respectively 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 <u>Exhibit A</u> hereto). By copy of this letter, the Company is simultaneously providing a copy of this submission to the Proponent.

Corporate Offices
1303 E. Algonquin Road, Schaumburg, IL 60196-0179 - (847)576-5012 - FAX: (847)576-3628

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 Rule14a-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

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 Forsyte

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

Randall S. Smith

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

Carol 7.

1221 Cambridge Road
Maitland, Fl. 32751
July 23, 2001

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

Exhibit B

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 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."

Best regards,

Randall S. Smith

Randall S. Smith

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MOTOROLA LAW DEPT.

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

DIVISION OF
CORPORATION FINANCE

September 28, 2001

Exhibit C

Carol H. Forsyte
Vice President, Corporate and Securities
Motorola, Inc.
Corporate Offices
1303 E. Algonquin Road
Schaumburg, Illinois 60196-1079

Re: Motorola, Inc.
Incoming letter dated September 19, 2001

Dear Ms. Forsyte:

This is in response to your letter dated September 19, 2001 concerning the shareholder proposal submitted to Motorola by Randall S. Smith. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Martin P. Dunn

Martin P. Dunn
Associate Director (Legal)

Enclosures

cc: Randall S. Smith
1221 Cambridge Road
Maitland, FL 32751

MOTOROLA

September 19, 2001

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

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 ("Proposal") 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. The Proponent requests that the 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.

The Company believes that it may properly exclude the Proposal from its 2002 Proxy Materials pursuant to Rule 14a-8(b), because the Proponent has advised the Company that he has held the Company's securities entitled to be voted on the Proposal ("Company's common stock") for a period of less than one year before submitting his Proposal and has failed to provide documentary support indicating that he satisfies the minimum ownership requirement for the one year period within the statutory time frame. Because the Proponent has not met the eligibility requirements of Rule 14a-8(b), this letter does not address substantive grounds for exclusion under Rule 14a-8(i). We respectively request that the staff of the Division of Corporation Finance ("Staff") concur that no enforcement action will be recommended if the Company omits the 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 Proposal (attached as Exhibit A hereto). By copy of this letter, the Company is simultaneously providing a copy of this submission to the Proponent.

Background:

The Proponent's Proposal was received by the Company on August 2, 2001. The Company's records do not list the Proponent as a registered holder of the Company's common stock.

Corporate Offices
1303 E. Algonquin Road, Schaumburg, Illinois 60196-1079 • (847) 576-5000

By letter dated August 13, 2001 (attached hereto as Exhibit B), the Company notified the Proponent of the need to demonstrate his eligibility to submit the Proposal under Rule 14a-8. The Company's letter explained that the Proponent was required to provide the Company within 14 days of his receipt of the letter with (1) appropriate documentation to show that he was the owner of $2000 in market value of the Company's common stock, (2) appropriate documentation to show that he had continuously held that stock for at least one year and (3) a statement that he intended to continue to own those shares through the date of the 2002 shareholders meeting. The Company's letter was sent by federal express and on August 14, 2001 the Proponent received and signed for the letter. A copy of the receipt signed by the Proponent is attached hereto as Exhibit C. Accordingly, the Proponent was required to provide evidence that he met the share ownership requirements of Rule 14a-8 by August 28, 2001.

The Proponent responded to the Company's August 13, 2001 letter by an email message dated August 16, 2001 (attached hereto as Exhibit D). In the email the Proponent advised that he purchased 2500 shares on October 20, 2000 and an additional 2500 shares on November 17, 2000. The Proponent indicated that he had not held his shares for one year. The Proponent did not provide appropriate documentation to show that he was the owner of $2000 in market value of the Company's common stock in his August 16, 2001 response and has not done so as of the date of this letter.

Legal Analysis

Under Rule 14a-8(b), in order to be eligible to submit a proposal, a proponent must have continuously held at least $2000 in market value, or 1%, of the Company's securities entitled to vote on the proposal for at least one year and continue to hold these securities through the date of the shareholders meeting. If a proponent is not a registered holder of the company securities entitled to vote on the proposal and has not filed a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 reporting ownership of the Company's securities, a proponent may prove eligibility by submitting a written statement from the "record" holder of the securities verifying that at the time the proponent submitted the proposal that the proponent had held the securities for at least one year.

The Staff has on numerous occasions permitted the omission of a shareholder proposal from proxy materials where the proponent failed to provide documentary support indicating that the proponent has satisfied the minimum ownership requirement for the one year period required by Rule 14a-8(b). See, e.g., Johnson & Johnson (January 11, 2001) and The Coca-Cola Company (January 11, 2001).

The Company believes that the Proposal can be omitted pursuant to Rules 14a-8(b) and Rule 14a-8(f) because (1) the Proponent has indicated that he has held the Company's common stock for a period of less than one year before submitting his Proposal and (2) the Proponent has failed to provide documentary support indicating that he satisfies the minimum ownership requirement for the one year period required by Rule 14a-8(b), within the statutory 14-day time frame set by Rule 14a-8(f). The Company clearly advised the Proponent on a timely basis of the need for him to establish that proof and specifically informed him of the 14-day time period in which he had to respond. Although the Proponent timely responded to the Company's letter advising him of the eligibility defects of his Proposal, his response did not cure the eligibility defects. Based on Proponent's response that he has held the Company's common stock for a period of less than one year before submitting his Proposal, this eligibility defect cannot be remedied. In addition Proponent failed to provide appropriate documentation to establish that he had met the minimum ownership requirements required by Rule 14a-8(b) within the 14-day time frame set by Rule 14a-8(f). Since the Proponent is not a registered holder of the Company's common stock and has not filed a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 reporting ownership of the Company's common stock, he is required under Rule 14a-8(b) to submit a written statement from the "record" holder verifying that he has continuously held the Company's common stock for at least a year. He has not provided verification of ownership from the "record" holder. Under the proxy rules the burden of establishing proof of beneficial stock ownership is on the Proponent, and the Proponent has failed to meet that burden. As a result, the Proponent should not now be given an opportunity to supplement his submission or respond to the Company's letter. Moreover, even if he was given such an opportunity, based on his advice, the deficiency cannot be remedied as noted above.

The Company reserves the right to exclude the Proponent's 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 eligibility requirements to submit this proposal under Rules 14a-8(b) and (f).

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 Proposal from its Proxy Materials and that no enforcement action will be recommended if the Company omits the 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 Forsyte

Carol H. Forsyte
Vice President, Corporate and Securities

cc: Mr. Randall S. Smith

Attachments: Exhibits A, B, C, D

DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.

September 28, 2001

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Motorola, Inc.
Incoming letter dated September 19, 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 Motorola may exclude the proposal under rule 14a-8(f). We note that the proponent appears to have 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). 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(b) and 14a-8(f).

Sincerely,

Jonathan Ingram
Special Counsel

Exhibit A

Carol 7.

1221 Cambridge Road
Maitland, Fl. 32751
July 23, 2001

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

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 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."

Best regards,

Randall S. Smith

Randall S. Smith

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MOTOROLA LAW DEPT.

Exhibit B

MOTOROLA

August 13, 2001

Mr. Randall S. Smith
1221 Cambridge Road
Maitland, FL 32751

Dear Mr. Smith,

We received on August 2, 2001, your letter dated July 23, 2001, to Mr. A. Peter Lawson, Secretary of Motorola, requesting that Motorola include your proposal in its proxy materials for the next annual meeting. Mr. Lawson has referred your letter to me for consideration.

You state in your letter that you are a stockholder of Motorola common shares and that your shares are currently held in street name with your broker, Charles Schwab, Inc. However, you do not state if the Motorola shares you beneficially own have a market value of at least $2,000 and if you have continuously held your Motorola shares for a year and will continue to hold them until the next annual meeting.

Pursuant to Rule 14a-8(b), in order to be eligible to submit a proposal to be included in Motorola's proxy materials, you must have continuously held at least $2,000 in market value of Motorola common stock for at least one year by the date you submitted the proposal and must continue to hold those securities through the date of the company's next annual meeting of stockholders. This rule requires that at the time that you submit your proposal you must prove your eligibility to Motorola by submitting a written statement from the "record holder of your shares" (in your case, Charles Schwab, Inc.) verifying that, at the time that you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the next annual meeting of stockholders.

Motorola may exclude your proposal if you do not meet these eligibility requirements. Since you did not prove your eligibility at the time that you submitted your proposal, you must prove your eligibility as discussed above by responding to this letter. Your response must be postmarked, or transmitted electronically, by no later than 14 calendar days after your receipt of this letter.

Best regards,

Carol Forsyte
Vice President,
Corporate & Securities

Corporate Offices
1303 E. Algonquin Road, Schaumburg, Illinois 60196-1079 • (847) 576-5000

FedEx Ship Manager

Exhibit C

- Ship Inside U.S.
- Ship Outside U.S.
- Ship Inside U.S.-Freight
- Track Shipment
- Cancel Shipment
- Schedule Courier
- Address Book
- Fast Ship Profiles
- Shipping History

- Update Shipping Profile
- Help/FAQs
- Tutorial
- Contact Information

- My Profile
- Go to fedex.com
- Go to My FedEx
- Go to Ship Manager Login

- Logout

Shipment Tracking

FedEx has processed your shipment shown below. If you have any questions about this shipment, you can email us or contact your customer service representative.

Airbill Number : 791635439006

- **Delivered To :**
- **Delivery Location : MAITLAND FL**
- **Delivery Date : 08/14/2001**
- **Delivery Time : 09:25**
- **Signed For By : R.SMITH**
- **Status Exception :**
- **Scan Activity :**
  - **Delivered MAITLAND FL 08/14/2001 09:25**

Return to Shipping History | Return to Shipping

From: RandallSSmith@aol.com
Sent: Thursday, August 16, 2001 10:16 AM
To: Carol.Forsyte
Subject: Your August 7, 2001 Letter

Thank you for your response to my July 23rd letter regarding my proxy proposal.

Please be advised that I purchased 2500 shares on Oct 20, 2000 and an additional 2500 shares on November 17, 2000. I still hold these shares in my account, and it is my intention to hold at least $2000 in shares until the next meeting.

Your letter referenced Rule 14a-8(b) mentioning that said shares need to be held continously for one year. Although I have not yet held my shares one year, it will be one year prior to the December 2, 2001 deadline for proxy proposals. In order to be in compliance with this rule, will it be necessary for me to resubmit my proxy proposal after October 20th? If so, will my proposal then meet all of the rule requirements?

Yours Truly,

Randall S. Smith

Exhibit D

MOTOROLA

December 27, 2001

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

Re: Rule 14a-8 under Securities Exchange Act of 1934; Proposed Omission of Shareholder Proposal Relating to Compensation Matters

Ladies and Gentlemen:

This is to advise you that pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended, it is the intention of Motorola, Inc. (the "Company" or "Motorola") 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 (Exhibit A, the "Proposal") submitted by Mr. Randall S. Smith ("Proponent"). The Company's next regularly scheduled annual meeting is scheduled for May 6, 2002 (the "Annual Meeting"). We respectfully request that the staff of the Division of Corporation Finance (the "Staff") concur that no enforcement action will be recommended if the Company omits the Proposal from its Proxy Materials for the reasons described herein.

The Proposal reads as follows:

> "In order to more closely align the interests of Motorola's management with those of the 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."

The Proponent requests that the Proposal be included "in the company's proxy materials for the next annual meeting".

On November 20, 2001, the Company requested that the Staff concur with the Company's belief that the Proposal is excludable from its Proxy Materials pursuant to Rule 14a-8(c), because the Proponent had already submitted a proposal for consideration at the 2002 meeting. A copy of that submission is included as Exhibit B (the "November 20th Submission"). Because we have not yet received a response on the November 20th Submission from the Staff, we are supplementing that submission with this letter.

Law Department, Corporate Offices
1303 E. Algonquin Road, Schaumburg, IL 60196 (847) 576-7646 Facsimile (847) 576-3628

The Proposal is excludable because it relates to the Company's ordinary business operations pursuant to Rule 14a-8(i)(7)

In addition to the reasons given in the November 20th Submission, the Company believes that the Proposal may be excluded under Rule 14a-8(i)(7) on the ground that it deals with a matter relating to the ordinary business operations of the Company.

The Staff has defined this exclusion to include proposals relating to "general compensation issues." See Lucent Technologies, Inc. (November 6, 2001). However, the Staff has stated that proposals addressing the compensation of senior executives are not excludable. See Xerox Corp. (March 25, 1993). The distinction between senior executive compensation and general compensation issues has significant policy implications. See Battle Mountain Gold Co. (February 13, 1992).

The Proposal is excludable under Rule 14a-8(i)(7) because it is not limited to senior executive compensation. The Proposal applies to "key employees and members of the board of directors." There are many key employees at the Company who are not senior executives. Key employees at the Company include very skilled engineers, software designers, product designers, marketing specialists and many more. This group would include hundreds of people. Accordingly, to implement the Proposal, the Company could decrease the compensation of not only "senior executives" but also a large group of other key employees.

The Company therefore believes that the Proposal addresses the Company's "general compensation matters" because it is not limited to senior executives but applies to a large number of executive and non-executive employees. Accordingly, the Proposal is the type of "ordinary business operations" the Staff allows to be excluded under Rule 14a-8(i)(7).

Miscellaneous Matters

We respectfully request concurrence by the Staff in the Company's determination that it may exclude the Proposal from the Company's Proxy Materials.

Pursuant to Rule 14a-8(j), the Company is filing with the Commission six paper copies of this letter together with six paper copies of the Proposal. By copy of this letter, we are notifying Mr. Smith that the Company does not intend to include the Proposal in its proxy materials.

It is currently expected that the Company's proxy statement will be printed on or about March 18, 2002 and mailed to shareholders on or about March 22, 2002.

Please acknowledge receipt of this filing by stamping a copy of the enclosed letter and returning it to me in the enclosed self-addressed envelope.

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.

Very truly yours,

Carol Forsyte

Carol Forsyte
Vice President, Corporate and Securities
Motorola, Inc.

cc: Mr. Randall S. Smith

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

Randall S. Smith

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

MOTOROLA

Exhibit B

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

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 respectively 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.

Corporate Offices
1303 E. Algonquin Road, Schaumburg, IL 60196-0179 - (847)576-5012 - FAX: (847)576-3628

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 Rule14a-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

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 Forsyte

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

Randall S. Smith

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

Carol 7.

1221 Cambridge Road
Maitland, Fl. 32751
July 23, 2001

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

Exhibit B

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 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."

Best regards,

Randall S. Smith

Randall S. Smith

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AUG 02 2001
MOTOROLA LAW DEPT.

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

DIVISION OF
CORPORATION FINANCE

September 28, 2001

Exhibit C

Carol H. Forsyte
Vice President, Corporate and Securities
Motorola, Inc.
Corporate Offices
1303 E. Algonquin Road
Schaumburg, Illinois 60196-1079

Re: Motorola, Inc.
Incoming letter dated September 19, 2001

Dear Ms. Forsyte:

This is in response to your letter dated September 19, 2001 concerning the shareholder proposal submitted to Motorola by Randall S. Smith. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Martin P. Dunn

Martin P. Dunn
Associate Director (Legal)

Enclosures

cc: Randall S. Smith
1221 Cambridge Road
Maitland, FL 32751

MOTOROLA

September 19, 2001

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

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 ("Proposal") 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. The Proponent requests that the 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.

The Company believes that it may properly exclude the Proposal from its 2002 Proxy Materials pursuant to Rule 14a-8(b), because the Proponent has advised the Company that he has held the Company's securities entitled to be voted on the Proposal ("Company's common stock") for a period of less than one year before submitting his Proposal and has failed to provide documentary support indicating that he satisfies the minimum ownership requirement for the one year period within the statutory time frame. Because the Proponent has not met the eligibility requirements of Rule 14a-8(b), this letter does not address substantive grounds for exclusion under Rule 14a-8(i). We respectively request that the staff of the Division of Corporation Finance ("Staff") concur that no enforcement action will be recommended if the Company omits the 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 Proposal (attached as Exhibit A hereto). By copy of this letter, the Company is simultaneously providing a copy of this submission to the Proponent.

Background:

The Proponent's Proposal was received by the Company on August 2, 2001. The Company's records do not list the Proponent as a registered holder of the Company's common stock.

Corporate Offices
1303 E. Algonquin Road, Schaumburg, Illinois 60196-1079 • (847) 576-5000

By letter dated August 13, 2001 (attached hereto as Exhibit B), the Company notified the Proponent of the need to demonstrate his eligibility to submit the Proposal under Rule 14a-8. The Company's letter explained that the Proponent was required to provide the Company within 14 days of his receipt of the letter with (1) appropriate documentation to show that he was the owner of $2000 in market value of the Company's common stock, (2) appropriate documentation to show that he had continuously held that stock for at least one year and (3) a statement that he intended to continue to own those shares through the date of the 2002 shareholders meeting. The Company's letter was sent by federal express and on August 14, 2001 the Proponent received and signed for the letter. A copy of the receipt signed by the Proponent is attached hereto as Exhibit C. Accordingly, the Proponent was required to provide evidence that he met the share ownership requirements of Rule 14a-8 by August 28, 2001.

The Proponent responded to the Company's August 13, 2001 letter by an email message dated August 16, 2001 (attached hereto as Exhibit D). In the email the Proponent advised that he purchased 2500 shares on October 20, 2000 and an additional 2500 shares on November 17, 2000. The Proponent indicated that he had not held his shares for one year. The Proponent did not provide appropriate documentation to show that he was the owner of $2000 in market value of the Company's common stock in his August 16, 2001 response and has not done so as of the date of this letter.

Legal Analysis

Under Rule 14a-8(b), in order to be eligible to submit a proposal, a proponent must have continuously held at least $2000 in market value, or 1%, of the Company's securities entitled to vote on the proposal for at least one year and continue to hold these securities through the date of the shareholders meeting. If a proponent is not a registered holder of the company securities entitled to vote on the proposal and has not filed a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 reporting ownership of the Company's securities, a proponent may prove eligibility by submitting a written statement from the "record" holder of the securities verifying that at the time the proponent submitted the proposal that the proponent had held the securities for at least one year.

The Staff has on numerous occasions permitted the omission of a shareholder proposal from proxy materials where the proponent failed to provide documentary support indicating that the proponent has satisfied the minimum ownership requirement for the one year period required by Rule 14a-8(b). See, e.g., Johnson & Johnson (January 11, 2001) and The Coca-Cola Company (January 11, 2001).

The Company believes that the Proposal can be omitted pursuant to Rules 14a-8(b) and Rule 14a-8(f) because (1) the Proponent has indicated that he has held the Company's common stock for a period of less than one year before submitting his Proposal and (2) the Proponent has failed to provide documentary support indicating that he satisfies the minimum ownership requirement for the one year period required by Rule 14a-8(b), within the statutory 14-day time frame set by Rule 14a-8(f). The Company clearly advised the Proponent on a timely basis of the need for him to establish that proof and specifically informed him of the 14-day time period in which he had to respond. Although the Proponent timely responded to the Company's letter advising him of the eligibility defects of his Proposal, his response did not cure the eligibility defects. Based on Proponent's response that he has held the Company's common stock for a period of less than one year before submitting his Proposal, this eligibility defect cannot be remedied. In addition Proponent failed to provide appropriate documentation to establish that he had met the minimum ownership requirements required by Rule 14a-8(b) within the 14-day time frame set by Rule 14a-8(f). Since the Proponent is not a registered holder of the Company's common stock and has not filed a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 reporting ownership of the Company's common stock, he is required under Rule 14a-8(b) to submit a written statement from the "record" holder verifying that he has continuously held the Company's common stock for at least a year. He has not provided verification of ownership from the "record" holder. Under the proxy rules the burden of establishing proof of beneficial stock ownership is on the Proponent, and the Proponent has failed to meet that burden. As a result, the Proponent should not now be given an opportunity to supplement his submission or respond to the Company's letter. Moreover, even if he was given such an opportunity, based on his advice, the deficiency cannot be remedied as noted above.

The Company reserves the right to exclude the Proponent's 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 eligibility requirements to submit this proposal under Rules 14a-8(b) and (f).

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 Proposal from its Proxy Materials and that no enforcement action will be recommended if the Company omits the 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 Forsyte

Carol H. Forsyte
Vice President, Corporate and Securities

cc: Mr. Randall S. Smith

Attachments: Exhibits A, B, C, D

Exhibit A

Carol 7.

1221 Cambridge Road
Maitland, Fl. 32751
July 23, 2001

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

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 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."

Best regards,

Randall S. Smith

Randall S. Smith

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MOTOROLA LAW DEPT.

Exhibit B

MOTOROLA

August 13, 2001

Mr. Randall S. Smith
1221 Cambridge Road
Maitland, FL 32751

Dear Mr. Smith,

We received on August 2, 2001, your letter dated July 23, 2001, to Mr. A. Peter Lawson, Secretary of Motorola, requesting that Motorola include your proposal in its proxy materials for the next annual meeting. Mr. Lawson has referred your letter to me for consideration.

You state in your letter that you are a stockholder of Motorola common shares and that your shares are currently held in street name with your broker, Charles Schwab, Inc. However, you do not state if the Motorola shares you beneficially own have a market value of at least $2,000 and if you have continuously held your Motorola shares for a year and will continue to hold them until the next annual meeting.

Pursuant to Rule 14a-8(b), in order to be eligible to submit a proposal to be included in Motorola's proxy materials, you must have continuously held at least $2,000 in market value of Motorola common stock for at least one year by the date you submitted the proposal and must continue to hold those securities through the date of the company's next annual meeting of stockholders. This rule requires that at the time that you submit your proposal you must prove your eligibility to Motorola by submitting a written statement from the "record holder of your shares" (in your case, Charles Schwab, Inc.) verifying that, at the time that you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the next annual meeting of stockholders.

Motorola may exclude your proposal if you do not meet these eligibility requirements. Since you did not prove your eligibility at the time that you submitted your proposal, you must prove your eligibility as discussed above by responding to this letter. Your response must be postmarked, or transmitted electronically, by no later than 14 calendar days after your receipt of this letter.

Best regards,

Carol Forsyte
Vice President,
Corporate & Securities

FedEx. Ship Manager

Exhibit C

- Ship Inside U.S.
- Ship Outside U.S.
- Ship Inside U.S.-Freight
- Track Shipment
- Cancel Shipment
- Schedule Courier
- Address Book
- Fast Ship Profiles
- Shipping History

- Update Shipping Profile
- Help/FAQs
- Tutorial
- Contact Information

- My Profile
- Go to fedex.com
- Go to My FedEx
- Go to Ship Manager Login

- Logout

Shipment Tracking

FedEx has processed your shipment shown below. If you have any questions about this shipment, you can email us or contact your customer service representative.

Airbill Number : 791635439006

- **Delivered To :**
- **Delivery Location : MAITLAND FL**
- **Delivery Date : 08/14/2001**
- **Delivery Time : 09:25**
- **Signed For By : R.SMITH**
- **Status Exception :**
- **Scan Activity :**
    - Delivered MAITLAND FL 08/14/2001 09:25

Return to Shipping History | Return to Shipping

Forsyte Carol-ACF007

From: RandallSSmith@aol.com
Sent: Thursday, August 16, 2001 10:16 AM
To: Carol.Forsyte
Subject: Your August 7, 2001 Letter

Thank you for your response to my July 23rd letter regarding my proxy proposal.

Please be advised that I purchased 2500 shares on Oct 20, 2000 and an additional 2500 shares on November 17, 2000. I still hold these shares in my account, and it is my intention to hold at least $2000 in shares until the next meeting.

Your letter referenced Rule 14a-8(b) mentioning that said shares need to be held continosly for one year. Although I have not yet held my shares one year, it will be one year prior to the December 2, 2001 deadline for proxy proposals. In order to be in compliance with this rule, will it be necessary for me to resubmit my proxy proposal after October 20th? If so, will my proposal then meet all of the rule requirements?

Yours Truly,

Randall S. Smith

Exhibit D

DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.

September 28, 2001

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Motorola, Inc.
Incoming letter dated September 19, 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 Motorola may exclude the proposal under rule 14a-8(f). We note that the proponent appears to have 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). 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(b) and 14a-8(f).

Sincerely,

Jonathan Ingram
Special Counsel

DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.

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