



DIVISION OF CORPORATION FINANCE

NO ACT

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-3010

DC
P.E.
12-14-07



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REC'D S.E.C.
JAN 9 2008
1088

January 9, 2008

Jennifer M. Lagunas
Corporate Counsel
Motorola, Inc.
Corporate Offices
1303 E. Algonquin Road
Schaumburg, IL 60196

Act: 1934
Section: _____
Rule: 1448
Public _____
Availability: 1/9/2008

Re: Motorola, Inc.
Incoming letter dated December 14, 2007

Dear Ms. Lagunas:

This is in response to your letters dated December 14, 2007 and December 18, 2007 concerning the shareholder proposal submitted to Motorola by William Steiner. We also have received letters on the proponent's behalf dated December 17, 2007 and December 27, 2007. 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.

PROCESSED

JAN 15 2008

THOMSON
FINANCIAL

Sincerely,

Jonathan A. Ingram

Jonathan A. Ingram
Deputy Chief Counsel

Enclosures

cc: John Chevedden
2215 Nelson Avenue, No. 205
Redondo Beach, CA 90278



RECEIVED

2007 DEC 17 PM 4: 59

OFFICE OF CHIEF COUNSEL
CORPORATION FINANCE

December 14, 2007

Securities and Exchange Commission
Office of Chief Counsel
Division of Corporation Finance
100 F. Street, N.E.
Washington D.C. 20549

Re: Omission of Shareholder Proposal Submitted by Mr. William Steiner and his proxy, John Chevedden

Ladies and Gentlemen:

Motorola, Inc. ("Motorola" or the "Company") has received from William Steiner and his proxy, John Chevedden ("Proponents"), a proposal and supporting statement (the "Steiner Proposal") for inclusion in the Company's proxy materials for the 2008 Annual Meeting of Stockholders (the "Proxy Materials"). The Company intends to omit the Steiner Proposal from its Proxy Materials pursuant to Rule 14a-8(i)(11) because it substantially duplicates a proposal the Company previously received from the American Federation of Labor and Congress of Industrial Organizations ("AFL-CIO") which the Company intends to include in its Proxy Materials.

In accordance with Rule 14a-8(j)(2), enclosed are six copies of this letter and its attachments. Also in accordance with Rule 14a-8(j), a copy of this letter and its attachments is being mailed on this date to each of the Proponents informing them of the Company's intention to omit the Steiner Proposal from its Proxy Materials. The Company currently intends to file its definitive Proxy Materials with the Securities and Exchange Commission (the "SEC") on or about March 14, 2008. Accordingly, this letter is being filed with the SEC, pursuant to Rule 14a-8(j), no later than eighty calendar days before the Company files its definitive Proxy Materials with the SEC. An additional copy is included, which we ask that you use to acknowledge receipt of this submission by date stamping and returning to the undersigned in the enclosed self-addressed envelope.

The Company requests that the staff of the Division of Corporation Finance (the "Staff") of the SEC indicate that it will not recommend enforcement action to the SEC if the Company omits the Steiner Proposal.

The Proposals

On the evening of October 17, 2007 the Company received the Steiner Proposal. The Steiner Proposal is included as Attachment A. We note that the Proponent's letter is dated October 12, 2007. However, the Company did not receive the Steiner Proposal

until it was submitted by facsimile at 5:16 p.m. on October 17, 2007. (The receipt time is printed on the header of the facsimile.)

The Steiner Proposal is substantially duplicative of the proposal submitted by the AFL-CIO ("AFL-CIO Proposal"), which was received by the Company on the morning of October 17, 2007. The AFL-CIO Proposal is included as Attachment B. We note that the AFL-CIO Proposal is dated October 16, 2007. It was sent by UPS Next Day Mail and receipt by the Company was acknowledged by signature at 10:24 a.m. on the morning of October 17, 2007. The AFL-CIO subsequently satisfied the procedural requirements of Rule 14a-8(b).

For your convenience, the resolution portions of the Steiner Proposal and the AFL-CIO Proposal are set forth below:

Steiner Proposal:

RESOLVED, that shareholders of our company request our board to adopt a policy that provides shareholders the opportunity at each annual meeting to vote on an advisory resolution, proposed by management, to ratify the compensation of the named executive officers ("NEOs") in the proxy statement's Summary Compensation Table (the "SCT") and the accompanying narrative disclosure of material factors provided to understand the SCT (but not the Compensation Discussion and Analysis). The proposal submitted to the shareholders should make clear that the vote is non-binding and would not affect any compensation paid to any NEO.

The AFL-CIO Proposal:

RESOLVED, that shareholders of Motorola, Inc. (the "Company") urge the Board of Directors to adopt a policy that Company shareholders be given the opportunity at each annual meeting of shareholders to vote on an advisory resolution, to be proposed by Company's management, to ratify the compensation of the named executive officers ("NEOs") set forth in the proxy statement's Summary Compensation Table (the "SCT") and the accompanying narrative disclosure of material factors provided to understand the SCT. The proposal submitted to shareholders should make clear that the vote is non-binding and would not affect any compensation paid or awarded to any NEO.

Analysis Supporting the Exclusion of the Steiner Proposal

Rule 14a-8(i)(11) provides that a proposal may be omitted if it "substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting". The purpose for the rule "is to eliminate the possibility of shareholders having to consider two or more substantially identical proposals submitted to an issuer by proponents acting independently of each other". *Release No. 34-12999* (November 22, 1976), referring to Rule 14a-8(c)(11), the predecessor to current Rule 14a-8(i)(ii). The Staff's view is that where proposals are substantially duplicative, the previously submitted proposal should

be included. The AFL-CIO Proposal was received by the Company first and the Company intends to include it in the Proxy Materials.

When two substantially duplicative proposals are received by a company, the Staff has indicated that the company must include the first of the proposals in its proxy materials, unless it may otherwise be excluded. See, e.g., *Great Lakes Chemical Corp.* (available March 2, 1998). The AFL-CIO Proposal was received the morning of October 17, 2007, during the Company's business hours and has satisfied the procedural requirements of Rule 14a-8. The Steiner Proposal was received the evening of October 17, 2007, by facsimile, after the close of business. Consequently, if Motorola is required to include the Proposal submitted by the AFL-CIO in its Proxy Materials, then the Steiner Proposal is properly omitted as substantially duplicative of the AFL-CIO Proposal.

The standard applied by the Staff in determining whether stockholder proposals are substantially duplicative is whether the core issues are the same, even if the stockholder proposals are not identical. See, e.g., *Baxter International* (available February 7, 2005; determining that two proposals are substantially duplicative of one another when one proposal requested that the board of directors be reorganized into one class subject to annual election and a second proposal requested that the board take steps to require each director is elected annually). The core issues addressed by the Steiner Proposal and the AFL-CIO Proposal are the same, which is to adopt a policy which will provide the Company's stockholders annually with a "say-on-executive pay".

Each proposal requests that the board adopt a policy that provides stockholders the opportunity at each annual meeting to vote on an advisory resolution proposed by management to ratify the compensation of the named executive officers ("NEOs") in the proxy statement's Summary Compensation Table ("SCT") and the accompanying narrative disclosure of material factors provided to understand the SCT. Both the Steiner Proposal and the AFL-CIO Proposal provide that the proposal should make it clear that the vote is non-binding and would not affect any compensation paid to any NEO.

The Staff has consistently taken the position that proposals need not be identical in their terms and scope in order to be considered substantially duplicative. Rather, the Staff has looked to whether the proposals present the same "principal thrust" or "principal focus". See, e.g., *Comcast Corporation* (available March 22, 2005; a proposal requesting that the company's board amend the company's charter to require that the chairman of the board be an independent director who has not previously served as an executive officer of the company was substantially duplicative of a proposal requesting that the company's board adopt a resolution requiring that the chairman of the board serve in that capacity only have no management duties, titles, or responsibilities). The Steiner Proposal and the Proposal submitted by the AFL-CIO are essentially identical. In fact, the language of the Steiner Proposal and the AFL-CIO Proposal is the same except for minor differences, none of which impacts the principal thrust or principal focus of each of the proposals. Motorola believes that if it were to include both proposals in its Proxy Materials, the identical nature of the Steiner Proposal and the AFL-CIO Proposal would create potential confusion for its stockholders. In this case, the Steiner Proposal was received by the

Company after the AFL-CIO Proposal and addresses the same subject matter as the AFL-CIO Proposal. Consistent with the Staff's previous interpretations of Rule 14a-8(i)(11), the Company believes that the Steiner Proposal may be excluded as substantially duplicative of the AFL-CIO Proposal, which Motorola intends to include in its Proxy Materials.

Conclusion

On the basis of the foregoing, the Company respectfully requests the concurrence of the Staff that the Steiner Proposal may be excluded from the Proxy Materials. Based on the Company's timetable for the 2008 Annual Meeting, a response by the Staff before February 1, 2007 would be of great assistance.

If you have any questions or would like any additional information regarding the foregoing, please do not hesitate to contact the undersigned at 847.576.5006.

Thank you for your time and consideration.

Sincerely,



Jennifer M. Lagunas
Corporate Counsel

Cc: Mr. William Steiner, 112 Abbottsford Gate, Piermont, NY 10968
John Chevedden, 2215 Nelson Avenue, No. 205, Redondo Beach, CA 90278

Attachment A

William Steiner
112 Abbottsford Gate
Piermont, NY 10968

Mr. Edward J. Zander
Motorola, Inc. (MOT)
1303 E. Algonquin Road
Schaumburg, IL 60196

Rule 14a-8 Proposal

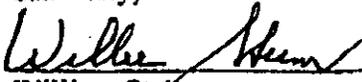
Dear Mr. Zander,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company. This proposal is submitted for the next annual shareholder meeting. Rule 14a-8 requirements are intended to be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and the presentation of this proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is the proxy for John Chevedden and/or his designee to act on my behalf regarding this Rule 14a-8 proposal for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communication to John Chevedden at:

olmsted7p (at) earthlinx.net
(In the interest of company cost savings and efficiency please communicate via email.)
PH: 310-371-7872
2215 Nelson Ave., No. 205
Redondo Beach, CA 90278

Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of this proposal by email.

Sincerely,



William Steiner

10/12/07
Date

cc: A. Peter Lawson
Corporate Secretary
PH: 847-576-5008
Phone: 847 576-5000
Fax: 847 576-5372
FX: 847-576-3628

[MOT: Rule 14a-8 Proposal, October 17, 2007]

3 - Shareholder Say on Executive Pay

RESOLVED, that shareholders of our company request our board to adopt a policy that provides shareholders the opportunity at each annual shareholder meeting to vote on an advisory resolution, proposed by management, to ratify the compensation of the named executive officers ("NEOs") in the proxy statement's Summary Compensation Table (the "SCT") and the accompanying narrative disclosure of material factors provided to understand the SCT (but not the Compensation Discussion and Analysis). The proposal submitted to shareholders should make clear that the vote is non-binding and would not affect any compensation paid to any NEO.

Mr. William Steiner, 112 Abbottsford Gate, Piermont, NY 10968 sponsors this proposal.

Investors are increasingly concerned about mushrooming executive pay which often appears insufficiently aligned with the creation of shareholder value. As a result, in 2007 shareholders filed more than 60 "say on pay" resolutions, averaging a 42% vote. In fact, seven resolutions exceeded a majority vote. Allac (AFL) announced it would submit such a resolution to a 2009 shareholder vote. A bill to provide for annual advisory votes on executive pay passed in the U.S. House of Representatives by a 2-to-1 margin.

This proposal topic won our 54%-support at our 2007 annual meeting. "Boards should take actions recommended in shareowner proposals that receive a majority of votes cast for and against," according to The Council of Institutional Investors.

I believe this topic is more relevant to our company now due to news since our 54%-supporting vote in May 2007. The Corporate Library, <http://www.thecorporatelibrary.com>, an independent investment research firm, said a securities class action suit was filed against Motorola and some of its officers and directors in August 2007 for violation of the Securities Exchange Act of 1934.

The complaint alleges that during the second half of 2006, Motorola tried to "artificially inflate" its depressed stock price by making a series of "false and misleading" statements about the company's business and prospects. The complaint states that investors were told to expect strong growth in sales and revenues, but instead received news of missed sales and revenue projections and 4th quarter results were below expectations. The complaint estimates that the missed targets resulted in stock price declines totaling 15%.

Motorola executive pay represents high concern for shareholders. Total actual pay for Edward Zander, CEO, was \$11 million in 2006 - more than 20% greater than median total actual compensation at other similarly sized firms. This suggests that Mr. Zander's interests are not closely tied to the interests of shareholders. Of the \$11 million paid to Mr. Zander in 2006, about two-thirds or \$7.4 million was due to vesting of stock. This does not look good in light of the complaint's reference to "artificially" inflated share prices and "false and misleading" statements.

Because boards should take actions recommended in shareowner proposals that receive a majority of votes cast, please vote yes:

Shareholder Vote on Executive Pay -

Yes on 3

Notes:

Mr. William Steiner, 112 Abbottsford Gate, Piermont, NY 10968 sponsors this proposal.

The above format is requested for publication without re-editing or re-formatting.

The company is requested to assign a proposal number (represented by "3" above) based on the chronological order in which proposals are submitted. The requested designation of "3" or higher number allows for ratification of auditors to be item 2.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including:

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(i)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

See also: Sun Microsystems, Inc. (July 21, 2005).

Please note that the title of the proposal is part of the argument in favor of the proposal. In the interest of clarity and to avoid confusion the title of this and each other ballot item is requested to be consistent throughout all the proxy materials.

Please advise if there is any typographical question.

Stock will be held until after the annual meeting and the proposal will be presented at the annual meeting.

Please acknowledge this proposal by email within 14-days and advise the most convenient fax number and email address to forward a broker letter, if needed, to the Corporate Secretary's office.

Attachment B

American Federation of Labor and Congress of Industrial Organizations



815 Sixteenth Street, N.W.
Washington, D.C. 20006
(202) 637-5000
www.aflcio.org

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Melissa Gilbert
John J. Flynn
Nat LaCour
Andrea E. Brooks
Laura Rico
Paul C. Thompson

October 16, 2007

By UPS Next Day Air

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

Dear Mr. Lawson:

On behalf of the AFL-CIO Reserve Fund (the "Fund"), I write to give notice that pursuant to the 2007 proxy statement of Motorola, Inc. (the "Company"), the Fund intends to present the attached proposal (the "Proposal") at the 2008 annual meeting of shareholders (the "Annual Meeting"). The Fund requests that the Company include the Proposal in the Company's proxy statement for the Annual Meeting. The Fund is the beneficial owner of 1,500 shares of voting common stock (the "Shares") of the Company and has held the Shares for over one year. In addition, the Fund intends to hold the Shares through the date on which the Annual Meeting is held.

The Proposal is attached. I represent that the Fund or its agent intends to appear in person or by proxy at the Annual Meeting to present the Proposal. I declare that the Fund has no "material interest" other than that believed to be shared by stockholders of the Company generally. Please direct all questions or correspondence regarding the Proposal to me at (202) 637-5379.

Sincerely,

Daniel F. Pedrotty
Director
Office of Investment

DFP/ms
opeiu #2, afl-cio

Attachment

Shareholder Proposal

RESOLVED, that shareholders of Motorola, Inc. (the "Company") urge the Board of Directors to adopt a policy that Company shareholders be given the opportunity at each annual meeting of shareholders to vote on an advisory resolution, to be proposed by Company's management, to ratify the compensation of the named executive officers ("NEOs") set forth in the proxy statement's Summary Compensation Table (the "SCT") and the accompanying narrative disclosure of material factors provided to understand the SCT. The proposal submitted to shareholders should make clear that the vote is non-binding and would not affect any compensation paid or awarded to any NEO.

Supporting Statement

In our view, senior executive compensation at our Company has not always been structured in ways that best serve shareholders' interests. For example, The Corporate Library, an authority on corporate governance, has given our Company a grade of "D," citing "High Concern" for compensation practices.

We believe that existing U.S. corporate governance arrangements, including SEC rules and stock exchange listing standards, do not provide shareholders with enough mechanisms for providing input to boards on senior executive compensation. In contrast to U.S. practices, in the United Kingdom, public companies allow shareholders to cast an advisory vote on the "directors' remuneration report," which discloses executive compensation. Such a vote is not binding but gives shareholders a clear voice that could help shape senior executive compensation.

Currently, U.S. stock exchange listing standards require shareholder approval of equity-based compensation plans; those plans, however, set general parameters and accord the compensation committee substantial discretion in making awards and establishing performance thresholds for a particular year. Shareholders do not have any mechanism for providing ongoing feedback on the application of those general standards to individual pay packages. (See Lucian Bebchuk & Jesse Fried, *Pay Without Performance*, 2004.)

Similarly, performance criteria submitted for shareholder approval to allow a company to deduct compensation in excess of \$1 million are broad and do not constrain compensation committees in setting performance targets for particular senior executives. Withholding votes from compensation committee members who are standing for re-election is a blunt and insufficient instrument for registering dissatisfaction with the way in which the committee has administered compensation plans and policies in the previous year.

Accordingly, we urge our Company's Board to allow shareholders to express their opinion about senior executive compensation at our Company by establishing an annual referendum process. The results of such a vote would, we think, provide our Company with useful information about whether shareholders view the Company's senior executive compensation practices, as reported each year, to be in shareholders' best interests.

December 17, 2007

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Motorola, Inc. (MOT)
Shareholder Position on Company No-Action Request
Rule 14a-8 Proposal: Shareholder Say on Executive Pay
William Steiner

Ladies and Gentlemen:

The company submitted no evidence of the date or time that the AFL-CIO rule 14a-8 proposal was received. Therefore there is no means to determine whether the AFL-CIO rule 14a-8 proposal was received before or after Mr. Steiner's proposal. Plus the company had from mid-October until mid-December to produce such evidence.

For these reasons it is respectfully requested that concurrence not be granted to the company on the purported basis of duplication. It is also respectfully requested that the shareholder have the last opportunity to submit material in support of including this proposal – since the company had the first opportunity.

Sincerely,

John Chevedden

cc:
William Steiner

Jeffrey Brown <Jeff.Brown@motorola.com>
Senior Corporate Counsel



RECEIVED
2007 DEC 19 PM 4:28
OFFICE OF CHIEF COUNSEL
CORPORATION FINANCE

December 18, 2007

Securities and Exchange Commission
Office of Chief Counsel
Division of Corporation Finance
100 F. Street, N.E.
Washington D.C. 20549

Re: Omission of Shareholder Proposal Submitted by Mr. William Steiner and his proxy, John Chevedden

Ladies and Gentlemen:

Motorola, Inc. ("Motorola" or the "Company") has received from John Chevedden, as proxy for William Steiner (the "Proponents"), a letter dated December 17, 2007 (the "Chevedden Response Letter") alleging that Motorola did not provide evidence of the order of receipt in the request of no-action from the Securities and Exchange Commission (the "SEC") dated December 14, 2007 (the "Original No-Action Request"). The Original No-Action Request seeks the concurrence of the staff of the SEC that it will not recommend enforcement action to the SEC if the proposal and supporting statement submitted by Proponents (the "Steiner Proposal") are omitted from the Company's proxy materials for the 2008 Annual Meeting of Stockholders (the "Proxy Materials") on the basis of duplication under Rule 14a-8(i)(11).

Reattaching Proof of the Order of Receipt – on October 17th, the AFL-CIO Proposal was received at 10:24 a.m. and the Steiner Proposal was received at 5:16 p.m.

As already stated in the Original No-Action Request, the AFL-CIO proposal was sent by UPS Next Day Mail and receipt by the Company was acknowledged by signature at 10:24 a.m. on the morning of October 17, 2007 (the "AFL-CIO Proposal"); whereas, the Steiner Proposal was submitted by facsimile at 5:16 p.m. on October 17, 2007. See Attachment A for tracking information for the AFL-CIO Proposal. As indicated in the header on the Steiner Proposal (and included both in the Original No-Action Request and again here for convenience as Attachment B), the Steiner Proposal was not received until 5:16 p.m. Therefore, it is clear that the AFL-CIO Proposal was received before the Steiner Proposal.

The Company Informed Mr. Chevedden of the Duplicative Proposals and Requested that the Proponents Withdraw Their Proposal

The Company informed Mr. Chevedden of the duplicative proposals and the order of receipt (as evidenced by the email correspondence included as Attachment C dated

November 21, 2007, November 26, 2007, and November 27, 2007). Motorola informed the Proponents of the situation and afforded them an opportunity to avoid unnecessarily wasting effort and resources on the part of each of the Proponents, the Company and the SEC, by withdrawing the duplicative proposal. Proponents did not. As evidenced by the email correspondence, Mr. Chevedden requested a number of documents from the Company, which the Company gladly provided. As no point did he request evidence of receipt of the AFL-CIO's proposal. If he had, it would have been gladly provided. Therefore, Proponents' assertion in the Chevedden Response Letter that the "company had from mid-October until mid-December to produce such evidence" is misleading and dishonest.

Rule 14a-8(i)(11) Clearly Permits Omission of a Duplicative Proposal

Because the Steiner Proposal was received after the AFL-CIO Proposal, as explained above, the Steiner Proposal may be properly omitted from the Company's Proxy Materials. Likely in light of the nearly identical proposals, the Proponent does not offer any argument against the duplicative nature of the two shareholder proposals. We respectfully refer to our argument in the Original No-Action Request.

Rule 14a-8(i)(11) provides that a proposal may be omitted if it "substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting". The purpose for the rule "is to eliminate the possibility of shareholders having to consider two or more substantially identical proposals submitted to an issuer by proponents acting independently of each other". *Release No. 34-12999* (November 22, 1976), referring to Rule 14a-8(c)(11), the predecessor to current Rule 14a-8(i)(ii). The Staff's view is that where proposals are substantially duplicative, the previously submitted proposal should be included. The AFL-CIO Proposal was received by the Company first and the Company intends to include it in the Proxy Materials.

When two substantially duplicative proposals are received by a company, the Staff has indicated that the company must include the first of the proposals in its proxy materials, unless it may otherwise be excluded. See, e.g., *Great Lakes Chemical Corp.* (available March 2, 1998). The AFL-CIO Proposal was received the morning of October 17, 2007, during the Company's business hours and has satisfied the procedural requirements of Rule 14a-8. The Steiner Proposal was received the evening of October 17, 2007, by facsimile, after the close of business. Consequently, if Motorola is required to include the Proposal submitted by the AFL-CIO in its Proxy Materials, then the Steiner Proposal is properly omitted as substantially duplicative of the AFL-CIO Proposal.

Any Implication that the Company has a Reason to Prefer One Proposal over Another is Unfounded

As previously stated, the Company received the AFL-CIO Proposal first. Pursuant to Rule 14a-8(i)(11), a second duplicative proposal may be omitted. The Company does not have any subjective influence over such a purely factual determination.

Conclusion

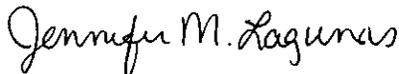
On the basis of the Original No-Action Request and the foregoing, the Company respectfully requests the concurrence of the Staff that the Steiner Proposal may be excluded from the Proxy Materials. Based on the Company's timetable for the 2008 Annual Meeting, a response by the Staff before February 1, 2007 would be of great assistance.

In accordance with Rule 14a-8(j)(2), enclosed are six copies of this letter and its attachments. Also in accordance with Rule 14a-8(j), a copy of this letter and its attachments is being mailed on this date to each of the Proponents. The Company currently intends to file its definitive Proxy Materials with the Securities and Exchange Commission (the "SEC") on or about March 14, 2008. An additional copy is included, which we ask that you use to acknowledge receipt of this submission by date stamping and returning to the undersigned in the enclosed self-addressed envelope.

If you have any questions or would like any additional information regarding the foregoing, please do not hesitate to contact the undersigned at 847.576.5006.

Thank you for your time and consideration.

Sincerely,



Jennifer M. Lagunas
Corporate Counsel

Cc: Mr. William Steiner, 112 Abbottsford Gate, Piermont, NY 10968
John Chevedden, 2215 Nelson Avenue, No. 205, Redondo Beach, CA 90278

Attachments

Attachment A

 Close Window



Tracking Detail

Your package has been delivered.

Tracking Number: 1Z 277 730 22 1073 798 7
 Type: Package
 Status: **Delivered**
 Delivered On: 10/17/2007 10:24 A.M.
 Signed By: OLIVO
 Location: DOCK
 Delivered To: SCHAUMBURG, IL, US
 Shipped/Billed On: 10/16/2007
 Service: NEXT DAY AIR

Package Progress

Location	Date	Local Time	Description
PALATINE, IL, US	10/17/2007	10:24 A.M.	DELIVERY
	10/17/2007	7:52 A.M.	OUT FOR DELIVERY
	10/17/2007	5:45 A.M.	ARRIVAL SCAN
CHICAGO, IL, US	10/17/2007	5:07 A.M.	DEPARTURE SCAN
	10/17/2007	4:17 A.M.	ARRIVAL SCAN
PHILADELPHIA, PA, US	10/17/2007	3:14 A.M.	DEPARTURE SCAN
	10/17/2007	12:06 A.M.	ARRIVAL SCAN
LANDOVER, MD, US	10/16/2007	10:16 P.M.	DEPARTURE SCAN
	10/16/2007	9:20 P.M.	ORIGIN SCAN
LANDOVER, DC, US	10/16/2007	7:15 P.M.	PICKUP SCAN
	US	10/16/2007	8:01 P.M.

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American Federation of Labor and Congress of Industrial Organizations



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Michael T. O'Brien
Gregory J. Junemann
Nancy Wohlforth

Frank Hurt
Leon Lynch
Elizabeth Bunn
Edwin D. Hill
Cecil Roberts
Melissa Gilbert
John J. Flynn
Nat LaCour
Andrea E. Brooks
Laura Rico
Paul C. Thompson

October 16, 2007

By UPS Next Day Air

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

Dear Mr. Lawson:

On behalf of the AFL-CIO Reserve Fund (the "Fund"), I write to give notice that pursuant to the 2007 proxy statement of Motorola, Inc. (the "Company"), the Fund intends to present the attached proposal (the "Proposal") at the 2008 annual meeting of shareholders (the "Annual Meeting"). The Fund requests that the Company include the Proposal in the Company's proxy statement for the Annual Meeting. The Fund is the beneficial owner of 1,500 shares of voting common stock (the "Shares") of the Company and has held the Shares for over one year. In addition, the Fund intends to hold the Shares through the date on which the Annual Meeting is held.

The Proposal is attached. I represent that the Fund or its agent intends to appear in person or by proxy at the Annual Meeting to present the Proposal. I declare that the Fund has no "material interest" other than that believed to be shared by stockholders of the Company generally. Please direct all questions or correspondence regarding the Proposal to me at (202) 637-5379.

Sincerely,

Daniel F. Pedrotty
Director
Office of Investment

DFP/ms
opeiu #2, afl-cio

Attachment

Shareholder Proposal

RESOLVED, that shareholders of Motorola, Inc. (the "Company") urge the Board of Directors to adopt a policy that Company shareholders be given the opportunity at each annual meeting of shareholders to vote on an advisory resolution, to be proposed by Company's management, to ratify the compensation of the named executive officers ("NEOs") set forth in the proxy statement's Summary Compensation Table (the "SCT") and the accompanying narrative disclosure of material factors provided to understand the SCT. The proposal submitted to shareholders should make clear that the vote is non-binding and would not affect any compensation paid or awarded to any NEO.

Supporting Statement

In our view, senior executive compensation at our Company has not always been structured in ways that best serve shareholders' interests. For example, The Corporate Library, an authority on corporate governance, has given our Company a grade of "D," citing "High Concern" for compensation practices.

We believe that existing U.S. corporate governance arrangements, including SEC rules and stock exchange listing standards, do not provide shareholders with enough mechanisms for providing input to boards on senior executive compensation. In contrast to U.S. practices, in the United Kingdom, public companies allow shareholders to cast an advisory vote on the "directors' remuneration report," which discloses executive compensation. Such a vote is not binding but gives shareholders a clear voice that could help shape senior executive compensation.

Currently, U.S. stock exchange listing standards require shareholder approval of equity-based compensation plans; those plans, however, set general parameters and accord the compensation committee substantial discretion in making awards and establishing performance thresholds for a particular year. Shareholders do not have any mechanism for providing ongoing feedback on the application of those general standards to individual pay packages. (See Lucian Bebchuk & Jesse Fried, *Pay Without Performance*, 2004.)

Similarly, performance criteria submitted for shareholder approval to allow a company to deduct compensation in excess of \$1 million are broad and do not constrain compensation committees in setting performance targets for particular senior executives. Withholding votes from compensation committee members who are standing for re-election is a blunt and insufficient instrument for registering dissatisfaction with the way in which the committee has administered compensation plans and policies in the previous year.

Accordingly, we urge our Company's Board to allow shareholders to express their opinion about senior executive compensation at our Company by establishing an annual referendum process. The results of such a vote would, we think, provide our Company with useful information about whether shareholders view the Company's senior executive compensation practices, as reported each year, to be in shareholders' best interests.

Attachment B

William Steiner
112 Abbottsford Gate
Piermont, NY 10968

Mr. Edward J. Zander
Motorola, Inc. (MOT)
1303 E. Algonquin Road
Schaumburg, IL 60196

Rule 14a-8 Proposal

Dear Mr. Zander,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company. This proposal is submitted for the next annual shareholder meeting. Rule 14a-8 requirements are intended to be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and the presentation of this proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is the proxy for John Chevedden and/or his designee to act on my behalf regarding this Rule 14a-8 proposal for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communication to John Chevedden at:

olmsted7p (at) earthlink.net
(In the interest of company cost savings and efficiency please communicate via email.)
PH: 310-371-7872
2215 Nelson Ave., No. 205
Redondo Beach, CA 90278

Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of this proposal by email.

Sincerely,



William Steiner

10/12/07
Date

cc: A. Peter Lawson
Corporate Secretary
PH: 847-576-5008
Phone: 847 576-5000
Fax: 847 576-5372
FX: 847-576-3628

[MOT: Rule 14a-8 Proposal, October 17, 2007]

3 – Shareholder Say on Executive Pay

RESOLVED, that shareholders of our company request our board to adopt a policy that provides shareholders the opportunity at each annual shareholder meeting to vote on an advisory resolution, proposed by management, to ratify the compensation of the named executive officers (“NEOs”) in the proxy statement’s Summary Compensation Table (the “SCT”) and the accompanying narrative disclosure of material factors provided to understand the SCT (but not the Compensation Discussion and Analysis). The proposal submitted to shareholders should make clear that the vote is non-binding and would not affect any compensation paid to any NEO.

Mr. William Steiner, 112 Abtottsford Gate, Piermont, NY 10968 sponsors this proposal.

Investors are increasingly concerned about mushrooming executive pay which often appears insufficiently aligned with the creation of shareholder value. As a result, in 2007 shareholders filed more than 60 “say on pay” resolutions, averaging a 42% vote. In fact, seven resolutions exceeded a majority vote. Aflac (AFL) announced it would submit such a resolution to a 2009 shareholder vote. A bill to provide for annual advisory votes on executive pay passed in the U.S. House of Representatives by a 2-to-1 margin.

This proposal topic won our 54%-support at our 2007 annual meeting. “Boards should take actions recommended in shareowner proposals that receive a majority of votes cast for and against,” according to The Council of Institutional Investors.

I believe this topic is more relevant to our company now due to news since our 54%-supporting vote in May 2007. The Corporate Library, <http://www.thecorporatelibrary.com>, an independent investment research firm, said a securities class action suit was filed against Motorola and some of its officers and directors in August 2007 for violation of the Securities Exchange Act of 1934.

The complaint alleges that during the second half of 2006, Motorola tried to “artificially inflate” its depressed stock price by making a series of “false and misleading” statements about the company’s business and prospects. The complaint states that investors were told to expect strong growth in sales and revenues, but instead received news of missed sales and revenue projections and 4th quarter results were below expectations. The complaint estimates that the missed targets resulted in stock price declines totaling 15%.

Motorola executive pay represents high concern for shareholders. Total actual pay for Edward Zander, CEO, was \$11 million in 2006 – more than 20% greater than median total actual compensation at other similarly sized firms. This suggests that Mr. Zander’s interests are not closely tied to the interests of shareholders. Of the \$11 million paid to Mr. Zander in 2006, about two-thirds or \$7.4 million was due to vesting of stock. This does not look good in light of the complaint’s reference to “artificially” inflated share prices and “false and misleading” statements.

Because boards should take actions recommended in shareowner proposals that receive a majority of votes cast, please vote yes:

**Shareholder Vote on Executive Pay –
Yes on 3**

Notes:

Mr. William Steiner, 112 Abt ottsford Gate, Piermont, NY 10968 sponsors this proposal.

The above format is requested for publication without re-editing or re-formatting.

The company is requested to assign a proposal number (represented by "3" above) based on the chronological order in which proposals are submitted. The requested designation of "3" or higher number allows for ratification of auditors to be item 2.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including:

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(i)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

See also: Sun Microsystems, Inc. (July 21, 2005).

Please note that the title of the proposal is part of the argument in favor of the proposal. In the interest of clarity and to avoid confusion the title of this and each other ballot item is requested to be consistent throughout all the proxy materials.

Please advise if there is any typographical question.

Stock will be held until after the annual meeting and the proposal will be presented at the annual meeting.

Please acknowledge this proposal by email within 14-days and advise the most convenient fax number and email address to forward a broker letter, if needed, to the Corporate Secretary's office.

Attachment C

Brown Jeff-AJB029

From: Brown Jeff-AJB029
Sent: Tuesday, November 27, 2007 11:32 AM
To: 'olmsted'
Subject: RE: Proposal Submitted to Motorola, Inc. by William Steiner on 10/17/07 re: Shareholder Say on Executive Pay

Mr. Chevedden:

At this time, I can confirm that the AFL-CIO Reserve Fund has satisfied Motorola that it meets the eligibility requirements of Rule 14a-8 to submit a shareholder proposal and, to date, has satisfied all requisite procedural steps under Rule 14a-8. In addition, I can confirm that Motorola does not currently intend to seek to exclude the AFL-CIO's proposal on any substantive grounds under Rule 14a-8(i). Accordingly, at this time, I see no reason why the AFL-CIO's proposal would not be included in Motorola's 2008 proxy materials.

Again, please let me know if you are willing to withdraw the shareholder proposal and, if so, forward me an official withdrawal letter at your earliest convenience. Due to SEC-mandated timelines for filing no-action letter requests, we will need to begin work on our submission to the SEC soon and, if at all possible, I would like to avoid this seemingly needless task.

I look forward to hearing from you.

Jeff Brown

Jeffrey A. Brown

Jeffrey A. Brown
Senior Corporate Counsel
Motorola, Inc.
1303 E. Algonquin Road -- 11th Floor
Schaumburg, IL 60196
Phone: (847) 576-5014
Fax: (847) 576-3628

From: olmsted [mailto:olmsted7p@earthlink.net]
Sent: Monday, November 26, 2007 10:44 PM
To: Brown Jeff-AJB029
Subject: MOT=VEP

Mr. Brown, Thank you for the attachments.
Please forward any assurance Motorola provided AFL-CIO that their proposal will be included in the 2008 proxy materials.
John Chevedden

From: Brown Jeff-AJB029
Sent: Monday, November 26, 2007 3:41 PM
To: 'olmsted'

Subject: RE: Proposal Submitted to Motorola, Inc. by William Steiner on 10/17/07 re: Shareholder Say on Executive Pay

Mr. Chevedden:

As you requested, I have attached a .pdf file containing a copy of the shareholder proposal Motorola received from the AFL-CIO Reserve Fund early on October 17, 2007. For your ease of reference, I have also reattached a copy of the nearly identical proposal that was submitted to Motorola by William Steiner shortly thereafter.

As I mentioned in my previous e-mail, it seems clear that Mr. Steiner's proposal can be omitted from Motorola's 2008 proxy statement pursuant to Rule 14a-8(i)(11). Although we could certainly go through the time and effort of filing a no-action letter request with the SEC regarding Mr. Steiner's proposal, I am hoping that you will agree to withdraw the proposal as a way to avoid unnecessarily wasting resources at both the Company and the SEC.

Please let me know if you are willing to withdraw the shareholder proposal and, if so, forward me an official withdrawal letter at your earliest convenience. Due to SEC-mandated timelines for filing no-action letter requests, we will need to begin work on our submission to the SEC soon and, if at all possible, I would like to avoid this seemingly needless task.

I look forward to hearing from you.

Jeff Brown

Jeffrey A. Brown

Jeffrey A. Brown
Senior Corporate Counsel
Motorola, Inc.
1303 E. Algonquin Road -- 11th Floor
Schaumburg, IL 60196
Phone: (847) 576-5014
Fax: (847) 576-3628

From: olmsted [mailto:olmsted7p@earthlink.net]
Sent: Wednesday, November 21, 2007 9:30 PM
To: Brown Jeff-AJB029
Subject: (MOT) Shareholder Say on Executive Pay

Mr. Brown, Please email a matching attachment with the AFL-CIO proposal and cover letter.

Sincerely,
John Chevedden

From: Brown Jeff-AJB029
Sent: Wednesday, November 21, 2007 4:49 PM
To: 'olmsted'
Subject: RE: Proposal Submitted to Motorola, Inc. by William Steiner on 10/17/07 re: Shareholder Say on Executive Pay

John:

Prior to receiving the attached proposal from William Steiner on the evening of October 17, 2007, Motorola had already received a nearly identical shareholder proposal from the AFL-CIO Reserve Fund. For your reference, I have included the "resolution" portion of each of the proposals below so that you can see the 2 proposals extreme similarity.

Steiner Proposal:

"RESOLVED, that shareholders of our company request our board to adopt a policy that provides shareholders the opportunity at each annual meeting to vote on an advisory resolution, proposed by management, to ratify the compensation of the named executive officers ("NEOs") in the proxy statement's Summary Compensation Table (the "SCT") and the accompanying narrative disclosure of material factors provided to understand the SCT (but not the Compensation Discussion and Analysis). The proposal submitted to the shareholders should make clear that the vote is non-binding and would not affect any compensation paid to any NEO."

AFL-CIO Reserve Fund Proposal:

"RESOLVED, that shareholders of Motorola, Inc. (the "Company") urge the Board of Directors to adopt a policy that Company shareholders be given the opportunity at each annual meeting of shareholders to vote on an advisory resolution, to be proposed by Company's management, to ratify the compensation of the named executive officers ("NEOs") set forth in the proxy statement's Summary Compensation Table (the "SCT") and the accompanying narrative disclosure of material factors provided to understand the SCT. The proposal submitted to shareholders should make clear that the vote is non-binding and would not affect any compensation paid or awarded to any NEO."

As you know, pursuant to Rule 14a-8(i)(11), a shareholder proposal may be omitted if it "substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting". The purpose for the rule "is to eliminate the possibility of shareholders having to consider two or more substantially identical proposals submitted to an issuer by proponents acting independently of each other".

Accordingly, Mr. Steiner's proposal can clearly be omitted from our 2008 proxy statement. Although we could certainly go through the time and effort of filing a no-action letter request with the SEC regarding Mr. Steiner's proposal, I was hoping that you would agree to withdraw the proposal as a way to avoid unnecessarily wasting resources at both the Company and the SEC. By considering the AFL-CIO Reserve Fund Proposal, Motorola's shareholders will have the opportunity to vote on the precise issue that has been raised by Mr. Steiner.

Please let me know if you are willing to withdraw the shareholder proposal and, if so, forward me an official withdrawal letter at your earliest convenience. Due to SEC-mandated timelines for filing no-action letter requests, we will need to begin work on our submission to the SEC soon and, if at all possible, I would like to avoid this seemingly needless task.

As always, thanks for your consideration.

Jeff Brown

Jeffrey A. Brown

Jeffrey A. Brown
Senior Corporate Counsel
Motorola, Inc.
1303 E. Algonquin Road -- 11th Floor
Schaumburg, IL 60196
Phone: (847) 576-5014
Fax: (847) 576-3628

December 27, 2007

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

2 Motorola, Inc. (MOT)
Shareholder Position on Company No-Action Request
Rule 14a-8 Proposal: Shareholder Say on Executive Pay
William Steiner

Ladies and Gentlemen:

The company still has submitted no conclusive evidence of the date or time that the AFL-CIO rule 14a-8 proposal was received – even after a second opportunity. The belted “tracking detail” provided by the company has absolutely no indication of the sender or the recipient. The company compounded its failed second-chance submission by gratuitously including a defamatory charge of “dishonest” in regard to the shareholder party. How much patience is the professional staff of a major corporation expected to be given?

Therefore there is no means to determine whether the AFL-CIO rule 14a-8 proposal was received before or after Mr. Steiner’s proposal. Plus the company had from mid-October until late-December to produce such evidence. I do not believe the company should be given a third-chance.

For these reasons it is respectfully requested that concurrence not be granted to the company. It is also respectfully requested that the shareholder have the last opportunity to submit material in support of including this proposal – since the company had the first opportunity.

Sincerely,

John Chevedden

cc:
William Steiner

Jeffrey Brown <Jeff.Brown@motorola.com>
Senior Corporate 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.

January 9, 2008

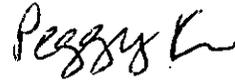
**Response of the Office of Chief Counsel
Division of Corporation Finance**

Re: Motorola, Inc.
Incoming letter dated December 14, 2007

The proposal requests that the board adopt a policy that shareholders be given the opportunity at each annual meeting of shareholders to vote on an advisory resolution to ratify the compensation of the named executive officers set forth in the Summary Compensation Table of the company's proxy statement.

There appears to be some basis for your view that Motorola may exclude the proposal under rule 14a-8(i)(1) as substantially duplicative of a previously submitted proposal that will be included in Motorola's proxy materials. In this regard, we note your representation that another proposal was previously submitted to Motorola by another proponent. Accordingly, we will not recommend enforcement action to the Commission if Motorola omits the proposal from its proxy materials in reliance on rule 14a-8(i)(1).

Sincerely,



Peggy Kim
Attorney-Adviser

END