

Motorola Mobility Holdings, Inc
 Form 4
 August 22, 2011

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Crum Scott A

(Last) (First) (Middle)

MOTOROLA MOBILITY HOLDINGS, INC., 600 N. U.S. HIGHWAY 45

(Street)

LIBERTYVILLE, IL 60048

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Motorola Mobility Holdings, Inc [MMI]

3. Date of Earliest Transaction (Month/Day/Year)
 08/19/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP, Chief People Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Motorola Mobility Holdings, Inc. - Common Stock	08/19/2011		M		12,958	A	\$ 27.45
Motorola Mobility Holdings, Inc.	08/19/2011		S		12,958	D	\$ 77,300 37.8701 <u>(1)</u>

Signatures

Jennifer M. Lagunas on behalf of Scott A. Crum, Senior Vice President, Chief People Officer
(Power of Attorney on File)

08/22/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) \$37.8701 is the weighted average sales price. Prices for this transaction ranged from \$37.86 to \$37.90. The reporting person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (2) \$37.9564 is the weighted average sales price. Prices for this transaction ranged from \$37.96 to \$37.965. The reporting person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (3) This stock option representing a right to purchase a total of 25,917 shares is exercisable in three equal annual installments beginning on August 2, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.