

Motorola Solutions, Inc.  
Form DEF 14A  
March 12, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Motorola Solutions, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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PRINCIPAL EXECUTIVE OFFICES:  
1303 East Algonquin Road

Schaumburg, Illinois 60196

March 12, 2012

PLACE OF MEETING:  
Willard InterContinental

1401 Pennsylvania Avenue NW  
Washington, DC 20004

**NOTICE OF 2012 ANNUAL MEETING OF STOCKHOLDERS**

To our Stockholders:

Our Annual Meeting will be held at the Willard InterContinental, 1401 Pennsylvania Avenue NW, Washington, DC 20004 on Monday, April 30, 2012 at 5:00 P.M., EDT. For your convenience, we are pleased to offer a live webcast (audio only) of the meeting at [www.motorolasolutions.com/investors](http://www.motorolasolutions.com/investors).

The purpose of the meeting is to:

1. elect eight directors for a one-year term;
2. hold a stockholder advisory vote on the approval of the Company's executive compensation;
3. ratify the appointment of KPMG LLP as Motorola Solutions' independent registered public accounting firm for 2012;
4. consider and vote upon stockholder proposals, if properly presented at the meeting; and
5. act upon such other matters as may properly come before the meeting.

Only Motorola Solutions stockholders of record at the close of business on March 2, 2012 (the record date) will be entitled to vote at the meeting. Please vote in one of the following ways:

visit the website shown on your Motorola Solutions Notice of Internet Availability of Proxy Materials for the 2012 Annual Meeting (your Notice) or proxy card to vote via the Internet;

use the toll-free telephone number shown at the website address listed on your Notice or on your proxy card;

if you received a printed copy of the proxy card, mark, sign, date and return the enclosed proxy card using the postage-paid envelope provided; or

in person at the Annual Meeting.

**PLEASE NOTE THAT ATTENDANCE AT THE MEETING WILL BE LIMITED TO STOCKHOLDERS OF MOTOROLA SOLUTIONS AS OF THE RECORD DATE (OR THEIR AUTHORIZED REPRESENTATIVES). YOU WILL BE REQUIRED TO PROVIDE THE ADMISSION TICKET THAT IS DETACHABLE FROM YOUR NOTICE OR PROXY CARD OR PROVIDE OTHER EVIDENCE OF OWNERSHIP. IF YOUR SHARES ARE HELD BY A BANK OR BROKER, PLEASE BRING TO THE MEETING YOUR BANK OR BROKER STATEMENT EVIDENCING YOUR BENEFICIAL OWNERSHIP OF MOTOROLA SOLUTIONS STOCK ON THE RECORD DATE TO GAIN ADMISSION TO THE MEETING.**

By order of the Board of Directors,

Lewis A. Steverson

*Secretary*

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**ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD ON APRIL 30, 2012**

March 12, 2012

Dear Fellow Motorola Solutions Stockholders:

You are cordially invited to attend Motorola Solutions' 2012 Annual Stockholders Meeting. The meeting will be held on Monday, April 30, 2012 at 5:00 P.M., EDT, at the Willard InterContinental, 1401 Pennsylvania Avenue NW, Washington, DC 20004. Given the importance of government and public safety markets to the Motorola Solutions business, in particular our federal government customers, we have decided to again hold this year's Annual Meeting of Stockholders in Washington, DC.

We encourage you to vote your shares through one of the three convenient methods described in the enclosed Proxy Statement and, if your schedule permits, to attend the meeting. We would appreciate your support on the following management proposals:

the election of the eight nominated directors;

the advisory approval of the Company's executive compensation; and

the ratification of the appointment of KPMG LLP as our independent registered public accounting firm.  
Your vote is important, so please act at your first opportunity.

On behalf of your Board of Directors, thank you for your continued support of Motorola Solutions.

Gregory Q. Brown

Chairman and CEO  
Motorola Solutions, Inc.

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PROXY STATEMENT

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**PROXY STATEMENT**

**ABOUT THE 2012 ANNUAL MEETING**

This proxy statement (the Proxy Statement) is being furnished to holders of common stock, \$0.01 par value per share (the Common Stock), of Motorola Solutions, Inc. (we, our, Motorola Solutions, or the Company). Proxies are being solicited on behalf of the Board of Directors of the Company (the Board) to be used at the 2012 Annual Meeting of Stockholders (the Annual Meeting) to be held at the Willard InterContinental, 1401 Pennsylvania Avenue NW, Washington, DC 20004 on Monday, April 30, 2012 at 5:00 P.M., EDT, for the purposes set forth in the Notice of 2012 Annual Meeting of Stockholders.

All stockholders may view and print Motorola Solutions Proxy Statement and the 2011 Annual Report at the Company's website at [www.MotorolaSolutions.com/investor](http://www.MotorolaSolutions.com/investor). The information contained on Motorola Solutions website is not a part of this Proxy Statement and is not deemed incorporated by reference into this Proxy Statement or any other public filing made with the Securities and Exchange Commission (the SEC).

**VOTING PROCEDURES**

**Who Is Entitled to Vote?**

Only stockholders of record at the close of business on March 2, 2012 (the record date) will be entitled to notice of, and to vote at, the Annual Meeting or any adjournments or postponements thereof. On the record date, there were issued and outstanding 291,717,295 shares of Common Stock entitled to vote at the Annual Meeting. The Common Stock is the only class of voting securities of the Company.

A list of stockholders entitled to vote at the meeting will be available for examination at the corporate offices of Motorola Solutions, Inc., 1303 E. Algonquin Road, Door 51, Schaumburg, Illinois 60196 for ten days before the Annual Meeting and at the Annual Meeting.

**Why Did I Receive a Notice of Internet Availability?**

The SEC has adopted rules for the electronic distribution of proxy materials. We have elected to provide our stockholders access to our proxy materials and 2011 Annual Report on the Internet instead of sending a full set of printed proxy materials to all of our stockholders. This enables us to reduce costs, provide ease and flexibility for our stockholders and

lessen the environmental impact of our Annual Meeting by mailing most of our stockholders a Notice of Internet Availability of Proxy Materials (Notice). If you receive a Notice by mail, you will not receive a printed copy of the proxy materials in the mail unless you request it. Instead, the Notice instructs you on how to access and review all of the important information contained in the 2012 Proxy Statement and 2011 Annual Report. The Notice also instructs you on how you may submit your proxy over the Internet or by telephone. If you receive a Notice by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice.

The Notice, which contains instructions on how to access this Proxy Statement, the form of proxy and the Company's 2011 Annual Report, is being mailed to stockholders on or about March 12, 2012.

**How Can I Vote Without Attending the Annual Meeting?**



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There are three convenient methods for registered stockholders to direct their vote by proxy without attending the Annual Meeting. Stockholders can:

Vote by Internet. You can vote via the Internet. The website address for Internet voting is provided on your Notice or proxy card. You will need to use the control number appearing on your Notice or proxy card to vote via the Internet. You can use the Internet to transmit your voting instructions up until 11:59 P.M. EDT on Sunday, April 29, 2012. Internet voting is available 24 hours a day. If you vote via the Internet you do NOT need to vote by telephone or return a proxy card.

Vote by Telephone. You can also vote by telephone by calling the toll-free telephone number provided on your proxy card. You will need to use the control number appearing on your proxy card to vote by telephone. You may transmit your voting instructions from any touch-tone telephone up until 11:59 P.M. EDT on Sunday, April 29, 2012. Telephone voting is available 24 hours a day. If you vote by telephone you do NOT need to vote over the Internet or return a proxy card.

Vote by Mail. If you received a printed copy of the proxy card, you can vote by marking it, dating it and signing it, and returning it in the postage-paid envelope provided. Please promptly mail your proxy card to ensure that it is received prior to the closing of the polls at the Annual Meeting.

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If you are a beneficial owner, or you hold your shares in street name, please check your voting instruction card or contact your bank, broker or nominee to determine whether you will be able to vote by Internet or telephone.

**How Can I Change My Vote?**

Registered stockholders can revoke their proxy at any time before it is voted at the Annual Meeting by either:

Submitting another timely, later-dated proxy by Internet, telephone or mail;

Delivering timely written notice of revocation to the Secretary, Motorola Solutions, Inc., 1303 East Algonquin Road, Schaumburg, Illinois 60196; or

Attending the Annual Meeting and voting in person.

If your shares are held in the name of a bank, broker or other nominee, you must obtain a proxy, executed in your favor, from the holder of record (that is, your bank, broker or nominee) to be able to vote at the Annual Meeting.

**How Many Votes Must be Present to Conduct Business at the Annual Meeting?**

In order for business to be conducted, a quorum must be represented in person or by proxy at the Annual Meeting. A quorum is a majority of the shares entitled to vote at the Annual Meeting. Shares represented by a proxy marked abstain will be considered present at the Annual Meeting for purposes of determining a quorum.

**How Many Votes Am I Entitled to Cast?**

You are entitled to cast one vote for each share of Common Stock you own on the record date. Stockholders do not have the right to vote cumulatively in electing directors.

**Will My Shares be Voted if I Do Not Provide Instructions to My Broker?**

If you are the beneficial owner of shares held in street name by a broker, the broker, as the record holder of the shares, is required to vote those shares in

accordance with your instructions. If you do not give instructions to your broker, your broker will be entitled to vote the shares with respect to discretionary items, but will not be permitted to vote the shares with respect to non-discretionary items (resulting in a broker non-vote). The ratification of the appointment of KPMG LLP is a discretionary item. The election of directors, the advisory approval of the Company's executive compensation and the stockholder proposals are non-discretionary items.

**Who Represents My Proxy at the Annual Meeting?**

If you do not vote in person at the Annual Meeting, but have voted your shares by Internet, telephone, or mail, you have authorized certain members of Motorola Solutions' senior management designated by the Board and named in your proxy to represent you and to vote your shares as instructed.

**What if I Return a Proxy But Do Not Provide Specific Voting Instructions For Some or All of the Items?**

All shares that have been properly voted whether by Internet, telephone, or mail and not revoked will be voted at the Annual Meeting in accordance with your instructions. If you sign your proxy but do not give voting instructions, the shares represented by that proxy will be voted as recommended by the Board. The Board recommends a vote: (1) For the election of the eight director nominees named in this Proxy Statement, (2) For the advisory approval of the Company's executive compensation, (3) For the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2012, (4) Against the stockholder proposal regarding encouraging supplier(s) to publish an annual sustainability report, and (5) Against the stockholder proposal regarding requiring executives to retain significant stock.

**What if Other Matters Are Voted on at the Annual Meeting?**

If any other matters are properly presented at the Annual Meeting for consideration and if you have voted your shares by Internet, telephone or mail, the persons named as proxies in your proxy will have the discretion to vote on those matters for you. As of the date we filed this Proxy Statement with the SEC, the Board did not know of any other matter to be raised at the Annual Meeting.

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**How Do I Vote if I Participate in the Company's 401(k) Plan?**

If you own shares of Common Stock through the Motorola Solutions 401(k) Plan (the "401(k) Plan"), the Notice or proxy card includes the shares you hold in the 401(k) Plan as well as the shares you hold outside of the 401(k) Plan. Under the 401(k) Plan, participants are named fiduciaries to the extent of their authority to direct the voting of shares of Common Stock credited to their 401(k) Plan accounts and their proportionate share of allocated shares for which no direction is received and unallocated shares, if any (together, "Undirected Shares"). The trustee of the 401(k) Plan will vote Undirected Shares in the same proportion as the shares for which directions are received, except as otherwise provided in accordance with the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). By submitting voting instructions by Internet, telephone, or, if hardcopies are requested, by mail, you direct the trustee of the 401(k) Plan to vote these shares, in person or by proxy, as designated therein, at the Annual Meeting.

**How Many Votes Are Required to Elect Directors?**

The Company has adopted a majority vote standard for non-contested director elections. Because the number of nominees properly nominated for the Annual Meeting is the same as the number of directors to be nominated for election at the Annual Meeting, the election of directors is a non-contested election. As set forth in the Company's Bylaws, to be elected in a non-contested election, a director nominee must receive more For votes than Against votes. Abstentions and broker non-votes will have no effect on the director election because only votes For and Against nominee will be counted.

**How Many Votes Are Required for Advisory Approval of Executive Compensation?**

With regard to the stockholder advisory approval of the Company's executive compensation, the affirmative vote of the holders of a majority of the shares present in person or by proxy and entitled to vote at the Annual Meeting will be required to approve our executive compensation. Abstentions will have the same effect as a vote Against the advisory approval resolution. Broker non-votes will have no effect on the outcome of the advisory vote. The results of this vote are not binding on the Board.

**How Many Votes Are Required to Ratify the Appointment of KPMG LLP as Motorola Solutions' Independent Registered Public Accounting Firm?**

The affirmative vote of the holders of a majority of the shares present in person or by proxy and entitled to vote at the Annual Meeting will be required to ratify the selection of KPMG LLP. Abstentions will have the same effect as a vote Against the proposal.

**How Many Votes Are Required to Pass the Stockholder Proposals?**

In order to recommend that the Board consider adoption of any stockholder proposal, the affirmative vote of the holders of a majority of the shares present in person or by proxy and entitled to vote at the Annual Meeting is required. Abstentions will have the same effect as a vote Against any proposal. Broker non-votes will have no effect on the outcome of the stockholder proposals.

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**PROPOSAL NO. 1 ELECTION OF DIRECTORS FOR A ONE-YEAR TERM**

**How Many Directors Are Standing For Election and For What Term?**

The number of directors of the Company to be elected at the Annual Meeting is eight. The directors elected at the Annual Meeting will serve until their respective successors are elected and qualified or until their earlier death, resignation or removal.

**NOMINEES**

**Who Are the Nominees?**

Each of the nominees named below is currently a director of the Company. Nominees Gregory Q. Brown, William J. Bratton, David W. Dorman, Michael V. Hayden, Judy C. Lewent, Samuel C. Scott, and Dr. John A. White were elected at the Annual Meeting of Stockholders held on May 2, 2011. Nominee Kenneth C. Dahlberg was elected at a Special Meeting of the Board of Directors held on July 26, 2011. The ages shown are as of January 1, 2012.

**GREGORY Q. BROWN, Principal Occupation: Chairman and Chief Executive Officer, Motorola Solutions, Inc.**

*Director since 2007; Age 51*

Mr. Brown joined the Company in 2003 and since May 2011 has served as Chairman and Chief Executive Officer of Motorola Solutions, Inc. He was President and Chief Executive Officer from January 2011 until May 2011, Co-Chief Executive Officer of Motorola, Inc. and Chief Executive Officer of Broadband Mobility Solutions from August 2008 until January 2011, and President and Chief Executive Officer of Motorola, Inc. from January 2008 until August 2008. From March 2007 through December 2007, Mr. Brown served as President and Chief Operating Officer of Motorola, Inc. From January 2003 through March 2007, Mr. Brown served as Executive Vice President of Motorola, Inc. and President of various businesses within Broadband Mobility Solutions. Prior to joining the Company, Mr. Brown was Chairman and Chief Executive Officer of Micromuse, Inc., a network management software company. Before that, he was President of Ameritech Custom Business Services and Ameritech New Media, Inc. Mr. Brown serves on the President of the United States Management Advisory Board and the Skills for America's Future Board. He is a member of the Business Council, the Business Roundtable, the Technology CEO Council, the Commercial Club of Chicago, the World Business Chicago board, the Northwestern Memorial Hospital board, and a member of the American Cancer Society Discovery Ball Board of Ambassadors. He is also on the executive committee of the U.S. China Business Council (USCBC) and a member of the Executives Club of Chicago's Board of Directors. Mr. Brown received a B.A. degree in Economics from Rutgers University. He is a member of both Rutgers University's executive committee of the Board of Trustees and Rutgers Board of Overseers.

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**WILLIAM J. BRATTON, Principal Occupation: Chairman of Kroll Inc. a business of Altegrity, Inc.***Director since 2011; Age 64*

Mr. Bratton was appointed as the Chairman of Kroll Inc., a global risk company and business of Altegrity, Inc., in September 2010 following Altegrity's acquisition of Kroll. Mr. Bratton joined Altegrity, a global security solutions and specialized law enforcement training company, in November 2009 as Chairman of Altegrity Risk International where he consulted on security for criminal justice agencies worldwide. Prior to joining Altegrity, Mr. Bratton served as Chief of the Los Angeles Police Department (LAPD) from October 2002 until October 2009. From 1994 to 1996, Mr. Bratton served as the Commissioner of the New York City Police Department (NYPD). Prior to his NYPD appointment, Mr. Bratton served as head of a number of other agencies, including Commissioner of the Boston Police Department, Chief of Police of the New York City Transit Police Department, Superintendent of the Massachusetts Metropolitan District Commission of Police and Chief of Police for the Massachusetts Bay Transportation Authority. From 1996 until his appointment as LAPD Chief, Mr. Bratton worked in the private sector and in 2000 formed the Bratton Group, LLC, which consulted extensively in the United States and Latin America on policing, public safety, and rule of law initiatives. During this period, Mr. Bratton also served as a Senior Consultant to Kroll's Public Services Safety Group and Crisis and Consulting Management Group. Mr. Bratton is currently the Vice Chairman of the Homeland Security Advisory Council. Mr. Bratton holds a Bachelor of Science degree from Boston State College and is a graduate of the FBI National Executive Institute and the Senior Executive Fellows Program at Harvard's John F. Kennedy School of Government.

**KENNETH C. DAHLBERG, Principal Occupation: Retired; Formerly Chairman of the Board and Chief Executive Officer of Science Applications International Corporation***Director since 2011 Age 67*

Kenneth C. Dahlberg served as Chief Executive Officer of Science Applications International Corporation (SAIC), a research and engineering firm specializing in information systems and technology, from November 2003 through September 2009. Mr. Dahlberg also served as Chairman of the Board of Directors of SAIC from July 2004 until his retirement in June 2010. Prior to joining SAIC, Mr. Dahlberg served as Executive Vice President of General Dynamics Corp., where he was responsible for its Information Systems and Technology Group, and prior to that served as President and Chief Operating Officer of Raytheon Systems. Mr. Dahlberg is currently a director of Teledyne Technologies Incorporated and Parsons Corporation. He is a member of the Institute of Electrical and Electronic Engineers, the Surface Navy Association, the Association of the United States Army, and a Lifetime Member of the United States Navy League. He served as a member of the Board of Governors at Aerospace Industries Association and National Defense Industrial Association. He also served as a member of the President of the United States National Telecommunications Security Advisory Committee from October 2004 to January 2010. Mr. Dahlberg received a bachelor's degree in electrical engineering from Drexel University in 1967, a master's degree in Electrical Engineering from the University of Southern California in 1969 and attended the University of California business school for advanced education for executives.

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**DAVID W. DORMAN, Principal Occupation: Non-Executive Chairman of the Board, CVS Caremark Corporation***Director since 2006; Age 57*

Mr. Dorman is the Lead Independent Director of the Board of Motorola Solutions, Inc. and the Non-Executive Chairman of the Board of CVS Caremark Corporation. Previously he was the Non-Executive Chairman of the Board of Motorola Solutions, Inc. and Motorola, Inc. and was also a Managing Director and Senior Advisor with Warburg Pincus, a global leader in private equity. He was Chairman and Chief Executive Officer of AT&T, a provider of internet and transaction-based voice and data services, from November 2002 until the completion of the AT&T Corp. and SBC Communications merger in November 2005. Mr. Dorman joined AT&T as President in December 2000. He began his career in the telecommunications industry at Sprint Corp. in 1981. Mr. Dorman also serves on the boards of YUM! Brands, Inc. and the Georgia Tech Foundation. In the last five years, Mr. Dorman previously served on the board of Phorm, Inc. Mr. Dorman received a B.S. degree in Industrial Management with high honors from the Georgia Institute of Technology.

**MICHAEL V. HAYDEN, Principal Occupation: Principal, Chertoff Group***Director since 2011; Age 66*

General Hayden is currently a principal at the Chertoff Group, a security consultancy company. General Hayden's distinguished career includes several leadership positions with the U.S. Federal Government. General Hayden served as the director of the Central Intelligence Agency from May 2006 until his retirement from federal service in February 2009. From May 2005 to May 2006, General Hayden served as Principal Deputy Director of National Intelligence. He was also the director of National Security Agency from 1999 until 2005. General Hayden is a retired United States Air Force four-star general who entered active duty in the U.S. Air Force in 1969 and retired in July 2008. General Hayden also serves on the board of Alion Science and Technology and serves as a distinguished Visiting Professor at George Mason University School of Public Policy. General Hayden received a B.A. degree in History and an M.A. degree in modern American History, both from Duquesne University. He is a graduate of the Air Force ROTC program.

**JUDY C. LEWENT, Principal Occupation: Retired; Formerly Executive Vice President & Chief Financial Officer, Merck & Co., Inc.***Director since 2011; Age 62*

Ms. Lewent joined Merck & Co., a pharmaceutical company, in 1980 and served as chief financial officer from 1990 until her retirement in 2007, where she was responsible for worldwide financial, corporate development and licensing matters as well as for strategic planning. Ms. Lewent also served as president, Human Health Asia from January 2003 until July 2005. Ms. Lewent currently is a director of GlaxoSmithKline plc and Thermo Fisher

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Scientific, Inc. She served on Motorola, Inc.'s board of directors from May 1995 to May 2010, and on the Board of Dell, Inc. from May 2001 to July 2011. She is a trustee of the Rockefeller Family Trust, a life member of the Massachusetts Institute of Technology Corporation, and a member of the American Academy of Arts and Sciences. Ms. Lewent received a bachelor's degree from Goucher College and a master's degree from the MIT Sloan School of Management.



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**SAMUEL C. SCOTT III, Principal Occupation: Retired; Formerly Chairman of the Board, President and Chief Executive Officer, Corn Products International**

*Director since 1993; Age 67*

Mr. Scott served as Chairman, President and Chief Executive Officer of Corn Products International, a corn refining business, from February 2001 until his retirement in May 2009. Prior to that Mr. Scott was President and Chief Operating Officer of Corn Products International from January 1998 to February 2001. Mr. Scott serves on the Board of Directors of Bank of New York Mellon, Abbott Laboratories, the Chicago Council on Global Affairs, World Business Chicago, and The Chicago Urban League. He also serves on the Board of Northwestern Memorial HealthCare and as Chairman of Chicago Sister Cities. Mr. Scott received a B.S. degree in Engineering and an M.B.A. from Fairleigh Dickinson University.

**DR. JOHN A. WHITE, Principal Occupation: Distinguished Professor of Industrial Engineering, University of Arkansas**

*Director since 1995; Age 72*

Dr. White is a Distinguished Professor of Industrial Engineering at the University of Arkansas. Previously, he was Chancellor of the University of Arkansas from 1997 until he retired in June 2008. Dr. White served as Dean of Engineering at Georgia Institute of Technology from 1991 to early 1997, having been a member of the faculty since 1975. He is also a director of J.B. Hunt Transport Services, Inc. In the last five years, Dr. White previously served on the board of Logility, Inc. A member of the National Academy of Engineering, Dr. White received a B.S.I.E. from the University of Arkansas, an M.S.I.E. from Virginia Polytechnic Institute and State University and a Ph.D. from The Ohio State University.

**RECOMMENDATION OF THE BOARD**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF THE EIGHT NOMINEES NAMED HEREIN AS DIRECTORS. UNLESS OTHERWISE INDICATED ON YOUR PROXY, YOUR SHARES WILL BE VOTED FOR THE ELECTION OF SUCH EIGHT NOMINEES AS DIRECTORS.**

**What if a Nominee is Unable to Serve as Director?**

If any of the nominees named above is not available to serve as a director for any reason at the time of the Annual Meeting, the proxies will be voted for the election of such other person or persons as the Board may designate, unless the Board, in its discretion, reduces the number of directors.

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PROXY STATEMENT

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**CORPORATE GOVERNANCE MATTERS****What Are the Board's Corporate Governance Principles?**

The Board has long adhered to governance principles designed to assure the continued vitality of the Board and excellence in the execution of its duties. The Board has responsibility for management oversight and providing strategic guidance to the Company. The Board believes that it must continue to renew itself to ensure that its members understand the industries and the markets in which the Company operates. The Board also believes that it must remain well-informed about the positive and negative issues, problems and challenges facing Motorola Solutions and its industries and markets so that the Board members can exercise their fiduciary responsibilities to Motorola Solutions stockholders.

**What Are Some of the Major Corporate Governance Initiatives the Board Has Adopted in Recent Years?**

The Board recognizes the importance of evolving the Company's corporate governance practices and is committed to regularly reviewing specific elements of the Company's corporate governance and making changes when the Board deems them in the best interests of the Company and stockholders. As a result, Motorola Solutions is a leader in adopting many corporate governance best-practices. Motorola Solutions was an early adopter of the say-on-pay vote, having held a stockholder advisory vote to approve the Company's compensation of our named executive officers for the two years before such a vote was required. We will hold an advisory vote to seek stockholder approval of our named executive officers' compensation on an annual basis, as we recommended and as advised by our stockholders. We elect all of our directors annually and have a majority voting standard for non-contested director elections. We also eliminated our stockholder rights plan (commonly known as a poison pill). Holders of 20% or more of Motorola Solutions' Common Stock have the ability to request a special meeting of stockholders. We also have a recoupment policy to recover certain executive pay in the event of misconduct leading to a financial restatement (commonly known as a clawback policy). In January 2011, the Board adopted a new change in control plan which covers our named executive officers, other than Mr. Brown, and our other senior executives. This new plan replaces the change in control plan for existing senior executives after the notice period expires and is currently in effect for any new senior executives. The new plan limits the participants in the plan, eliminates excise tax gross up provisions, reduces the cash severance multiple and makes certain other changes, all as more fully described in the *Compensation Discussion and Analysis* and in *Change in Control Agreements*. Further, in November 2011, the Board amended our Motorola Solutions Omnibus Incentive Plan of 2006 (the 2006 Plan) to remove a share recycling provision, which allowed shares withheld for tax purposes to be reissued for future grants. Additionally, we clarified our plan to affirmatively state that dividend equivalents cannot be accrued on options or stock appreciation rights, and to specifically define fair market value in our stock plan, which is the closing price on the date of the transaction. We also amended our Board Governance Guidelines to increase non-employee director stock ownership guidelines from four times to five times the annual retainer within a five year time period and implemented a requirement for non-employee directors to hold all shares paid or awarded by the Company until termination of Board service. Finally, the Board eliminated tax gross-ups for imputed income related to guests traveling with any officer subject to Section 16(a) Section 16 Officer of the Securities Exchange Act of 1934, as amended (the Exchange Act) to Company sponsored events. Section 16 Officers are now responsible for taxes due on imputed income resulting from their guests attending special events.

**What Are Our Directors' Qualifications to Serve on the Motorola Solutions Board?**

The Board believes it should be comprised of individuals with appropriate skills and experiences to meet its board governance responsibilities and contribute effectively to the Company. Our Governance and Nominating Committee carefully considers the skills and experiences of current directors and new nominee candidates to ensure that they meet the needs of the Company before nominating directors for election to the Board. All of our non-employee directors serve on Board committees, further supporting the Board by providing expertise to those committees. The needs of the committees also are reviewed when considering nominees to the Board.

The Board is comprised of active and former CEOs and CFOs of major corporations and individuals with experience in high-tech fields, government, law enforcement, private equity and academia. As such, they have a deep working knowledge of matters common to large companies, generally including experience with financial statement preparation, compensation determinations, regulatory compliance, corporate governance, public affairs and legal

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matters. The following is a brief discussion of the specific experience, qualifications, attributes or skills that led to the conclusion that each director should serve on the Board:

Mr. Bratton's significant experience in law enforcement both in the U.S. and abroad and his insight in criminal justice system operations;

Mr. Brown's leadership experience as Chairman and CEO of Motorola Solutions and his significant global business experience within the telecommunications industry;

Mr. Dahlberg's significant business experience, previously held senior-executive level positions and his service on other public company boards;

Mr. Dorman's experience in private equity and as the chief executive officer of a global public company in the telecommunications industry;

General Hayden's experience as a career soldier, as the nation's top military intelligence officer and his background in national security;

Ms. Lewent's experience as the chief financial officer of a global public company in the pharmaceutical industry;

Mr. Scott's experience as the chairman and chief executive officer of a global public company in the corn refining industry; and

Dr. White's experience as the chancellor of a university, as the dean of an engineering college and as an author of financial textbooks. Many of our directors also serve on the boards of one or more other publicly traded companies. Our Board Governance Guidelines limit the number of public company boards our directors can serve on to three or less (not including our Board) without approval of the Board. We believe Motorola Solutions benefits from the experience and expertise our directors gain from serving on those boards.

**Which Directors Are Independent?**

On February 14, 2012, the Board made the determination, based on the recommendation of the Governance and Nominating Committee and in accordance with the Motorola Solutions, Inc. Director Independence Guidelines, that each of the former non-employee directors, Messrs. Hambrecht, Intrieri, Meister, Meredith, Stengel, Vinciguerra, and Warner, and the current non-employee directors, Mr. Bratton, Mr. Dahlberg, Mr. Dorman, Mr. Hayden, Ms. Lewent, Mr. Scott, and Dr. White, were independent during the periods in 2011 and 2012 that they were members of the Board. Mr. Brown and Dr. Jha do not qualify as independent directors since they are, or were, employees of the Company. Messrs. Hambrecht, Meister, Meredith, Stengel, Vinciguerra and Dr. Jha all served as directors of the Company through January 3, 2011 and resigned effective January 4, 2011 in connection with the distribution of the shares of common stock of Motorola Mobility Holdings, Inc. Each such day they served as a director in 2011 was a weekend or Company holiday and no business was conducted on those days. Mr. Intrieri resigned from the Board on March 1, 2012. See *What is Motorola Solutions' Relationship with Entities Associated with Independent Directors?* for further details.

**How Was Independence Determined?**

The Motorola Solutions, Inc. Director Independence Guidelines include both the NYSE independence standards and categorical standards the Board has adopted to determine if a relationship that a Board member has with the Company is material. The categorical standards adopted by the Board are as follows:

Contributions or payments (including the provision of goods or services) from Motorola Solutions to a charitable organization (including a foundation), a university, or other not-for-profit organization, of which a director or an immediate family member of a director (defined to include a director's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than domestic employees) who shares the director's home) is an officer, director, trustee or employee, will not impair independence unless the contribution or payment (excluding Motorola Solutions

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matches of charitable contributions made by employees or directors under Motorola Solutions or the Motorola Solutions Foundation's matching gift programs):

(i) is to an entity of which the director or the director's spouse currently is an officer, director or trustee, and such person held such position at the time of the contribution,

(ii) was made within the previous three years, and

(iii) was in an amount which, in the entity's last fiscal year prior to the year of the contribution or payment, exceeded the greater of \$300,000 or 5% of such entity's consolidated gross revenues (or equivalent measure).

Indebtedness of Motorola Solutions to a bank or similar entity of which a director or a director's immediate family member is a director, officer, employee or 10% Owner (as defined below) will not impair independence unless the following are applicable:

(i) the director or the director's spouse is an executive officer of such entity or an owner who directly or indirectly has a 10% or greater equity or voting interest in such entity (a 10% Owner) and he or she held that position at any time during the previous twelve months, and

(ii) the total amount of Motorola Solutions' indebtedness during the previous twelve months is more than 5% of the total consolidated assets of such entity in its last fiscal year.

Other business relationships between a director or a director's immediate family member, such as consulting, legal or financial advisory services provided to Motorola Solutions, will not impair independence unless the following are applicable:

(i) the director or the director's spouse is a partner, officer or 10% Owner of the company or firm providing such services, and he or she held such position at any time during the previous twelve months, and

(ii) the services that were provided during the previous twelve months were in an amount which, in the company's or firm's last fiscal year, exceeded the greater of \$1 million or 2% of such company's or firm's consolidated gross revenues.

This categorical standard does not include business relationships with Motorola Solutions' independent registered public accounting firm because those relationships are covered by the NYSE independence standards.

Motorola Solutions' ownership of voting stock of a company of which the director or the director's immediate family member is a director, officer, employee or 10% Owner will not impair independence unless the following are applicable:

(i) the director or the director's spouse is an executive officer of that company, and

(ii) Motorola Solutions is currently a 10% Owner of that company.

The ownership of Motorola Solutions Common Stock by a director or a director's immediate family member will not be considered to be a material relationship that would impair a director's independence.

When applying the NYSE independence standards and the categorical standards set forth above, Motorola Solutions includes Motorola Solutions, Inc. and any of its subsidiaries and the Motorola Solutions Foundation.

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A complete copy of the Motorola Solutions, Inc. Director Independence Guidelines is available on the Company's website at [www.MotorolaSolutions.com/investor](http://www.MotorolaSolutions.com/investor). The information contained on Motorola Solutions' website is not a part of this Proxy Statement and is not deemed incorporated by reference into this Proxy Statement or any other public filing made with the SEC.

### **What is Motorola Solutions' Relationship with Entities Associated with Independent Directors?**

As previously disclosed, Mr. Meredith's term as Acting Chief Financial Officer and Executive Vice President of Motorola, Inc. ended on March 1, 2008 and, under the terms of his agreement, his employment ended on March 31, 2008. In February 2008, the Board determined that Mr. Meredith's independence under then Motorola, Inc.'s Independence Guidelines and the NYSE independence requirements was not impaired by his status as an employee of the Company from April 1, 2007 through March 31, 2008 because he was serving as an interim

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employee of the Company at the request of the Board while the Company conducted a search for a permanent chief financial officer. Mr. Meredith ceased being a director effective January 4, 2011.

All independent directors, other than Messrs. Dahlberg, Intrieri, Hambrecht, Meister and Vinciguerra, had relationships with entities that were reviewed by the Board under the NYSE's independence standards and/or the Board's categorical standards described above covering contributions or payments to charitable or similar not-for-profit organizations. In each case, the payments or contributions were significantly less than the NYSE independence standards or the categorical standards and were determined by the Board to be immaterial. Relationships with entities related to Messrs. Bratton, Dorman, Hayden, Scott, White, Meredith, Stengel and Warner and Ms. Lewent, were also reviewed under Other Relationships of the categorical standards and each were determined by the Board to be immaterial.

**Are the Members of the Audit and Legal, Compensation and Leadership and Governance and Nominating Committees Independent?**

Yes. The Board has determined that all of the current members of the Audit and Legal Committee, the Compensation and Leadership Committee and the Governance and Nominating Committee are independent within the meaning of the Motorola Solutions, Inc. Director Independence Guidelines, applicable rules of the SEC and the NYSE listing standards for independence.

**Where Can I Receive More Information About Motorola Solutions' Corporate Governance Practices?**

Motorola Solutions maintains a corporate governance page on its website at [www.MotorolaSolutions.com/investor](http://www.MotorolaSolutions.com/investor) that includes information about its corporate governance practices. The following documents are currently included on the website:

The Motorola Solutions, Inc. Board Governance Guidelines, the current version of which the Board adopted on November 9, 2011;

The Motorola Solutions, Inc. Director Independence Guidelines, the current version of which the Board adopted on September 11, 2008;

The Principles of Conduct for Members of the Motorola Solutions, Inc. Board of Directors, the current version of which the Board adopted on November 10, 2009;

The Motorola Solutions, Inc. Code of Business Conduct, which applies to all employees;

The charters of the Audit and Legal Committee, Compensation and Leadership Committee and Governance and Nominating Committee, the current versions of each of which the Board adopted on January 26, 2010;

The Motorola Solutions, Inc. Restated Certificate of Incorporation, as amended through January 4, 2011; and

The Motorola Solutions, Inc. Amended and Restated Bylaws, the current version of which the Board adopted on November 11, 2009.

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The Company intends to disclose amendments to the above documents, or waivers applicable to its directors, chief executive officers, chief financial officer or corporate controller from certain provisions of its ethical policies and standards for directors and its employees, on the Motorola Solutions website within four business days following the date of the amendment or waiver.

### **What Important Recent Events have occurred at Motorola Solutions?**

On January 4, 2011, the separation of Motorola Mobility Holdings, Inc. ( Motorola Mobility ) from Motorola, Inc. (the Separation ) was completed. Motorola Mobility is an independent public company, trading under the symbol MMI on the New York Stock Exchange. Pursuant to the Separation, on January 4, 2011, the stockholders of record as of the close of business on December 21, 2010 received one (1) share of Motorola Mobility common stock for each eight (8) shares of Motorola, Inc. common stock held as of December 21, 2010. Immediately following the distribution of Motorola Mobility common stock, Motorola, Inc. completed a 1-for-7 reverse stock split (the Reverse Stock Split ) and changed its name to Motorola Solutions, Inc. Stockholders received cash in lieu of fractional shares produced by the Separation and the Reverse Stock Split.



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**Motorola Mobility Employees and Directors:**

All outstanding stock options or unvested restricted stock units held by individuals becoming employees or directors of Motorola Mobility were substituted with options or restricted stock units, as applicable, of Motorola Mobility. The substitute award of Motorola Mobility stock options was calculated by:

    multiplying the number of shares subject to each such stock option grant by 0.277682 (the Motorola Mobility Adjustment Factor ) and rounding down; and

    dividing the exercise price per share for each such stock option grant by the Mobility Adjustment Factor and rounding up.  
The substitute award of restricted stock units was calculated by multiplying the number of shares subject to each such grant by the Motorola Mobility Adjustment Factor and rounding down.

The Motorola Mobility Adjustment Factor of 0.277682 was calculated by dividing (1) the regular way closing price per share of Motorola, Inc. common stock on January 3, 2011 (\$9.11), by (2) the volume-weighted average price per share of Motorola Mobility common stock trades as published by Bloomberg on January 4, 2011 (\$32.8072).

**Motorola Solutions Employees and Directors:**

With respect to all individuals remaining as employees or directors of Motorola Solutions, all outstanding stock options and unvested restricted stock units were adjusted to reflect the Separation and the Reverse Stock Split. The number of shares covered by, and the exercise price of, all vested and unvested stock options was adjusted to reflect the change in the Motorola, Inc. stock price immediately following the Separation and Reverse Stock Split by:

    multiplying the number of shares subject to each such stock option grant by 0.238089 (the Motorola Adjustment Factor ) and rounding down; and

    dividing the exercise price per share for each such stock option grant by the Motorola Adjustment Factor and rounding up.  
The number of restricted stock units immediately following the Separation and Reverse Stock Split was calculated by multiplying the number of shares subject to each such grant by the Motorola Adjustment Factor and rounding down.

The Motorola Adjustment Factor of 0.238089 was calculated by dividing (1) the regular way closing price per share of Motorola, Inc. common stock on January 3, 2011 (\$9.11) by (2) the volume-weighted average price per share of Motorola Solutions Common Stock trades as published by Bloomberg on January 4, 2011 (\$38.2629).

**Board of Directors:**

Directors who owned deferred stock units are entitled to dividend equivalents and therefore the deferred stock units were treated in the same manner as shares of Motorola, Inc. common stock, as described above. However, cash in lieu of fractional shares was not paid. The distribution ratio (1-for-8) and reverse stock split ratio (1-for-7) were applied and then rounded down to the nearest whole share.

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In addition, instead of receiving a distribution of shares of Motorola Mobility common stock, each director received a distribution of Motorola Mobility deferred stock units and we agreed to be responsible for settling the Motorola Mobility deferred stock units for our directors following their termination of service from our Board. We will do this by purchasing shares of Motorola Mobility's common stock on the open market, if available. Upon completion of the recently announced merger of Motorola Mobility with Google, Inc., each director will automatically be entitled to receive the cash proceeds of such merger with respect to each Motorola Mobility deferred stock unit, without interest, upon termination of Board service. However, each of the directors who received Motorola Mobility deferred stock units has elected to convert such cash proceeds into deferred stock units of Motorola Solutions, Inc. at the time of the merger of Motorola Mobility with Google, Inc. rather than receiving a right to receive cash. At the time of the merger, we will replace such cash proceeds with Motorola Solutions deferred

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stock units with terms that mirror the original Motorola Solutions deferred stock unit award by dividing the total cash proceeds such director would be eligible to receive by the closing price of our Common Stock on the date such merger is consummated.

**BOARD OF DIRECTORS MATTERS****How Often Did the Board Meet in 2011?**

The Board held seven meetings during 2011. Overall attendance at Board and committee meetings was 96%. Each incumbent director attended 83% or more of the combined total meetings of the Board and the committees on which he or she served during 2011.

**How Many Directors will Comprise the Board?**

The Board is currently comprised of, and immediately following the Annual Meeting will consist of, eight directors. The Board has the authority under the Company's Bylaws to increase or decrease the size of the Board and to fill vacancies between Annual Meetings.

**How Many Executive Sessions of the Board Were Held in 2011?**

Independent directors of the Company meet regularly in executive session without management as required by the Motorola Solutions, Inc. Board Governance Guidelines and NYSE listing standards. Generally, executive sessions are held in conjunction with regularly-scheduled meetings of the Board. In 2011, the non-employee independent members of the Board met in executive session seven times.

**What is the Leadership Structure of the Board? Why was that Structure Chosen? Who Serves as Chairman of the Board?**

At the Annual Board meeting held in May 2011, the Board combined the roles of Chairman and Chief Executive Officer and appointed Gregory Q. Brown to serve as both Chief Executive Officer and Chairman of the Board and Mr. Dorman to serve as Lead Independent Director. The Board determined that Mr. Brown's thorough knowledge of Motorola Solutions business, strategy, people, operations, competition and financial position coupled with his leadership and vision made him well positioned to chair Board meetings and bring key business and stakeholder issues to the Board's attention. A joint role for Motorola Solutions provides a vital link between management and the Board, allowing the Board to perform its oversight role with the benefit of management's perspective on our business strategy and all other aspects of the business. As Lead Independent Director, Mr. Dorman chairs the executive sessions of the Board and acts as a liaison between our Chairman and independent directors.

From May 2008 through the date of the 2011 Annual Meeting, Mr. Dorman was the non-executive, independent Chairman. Mr. Dorman became the Company's first non-executive chairman when the Board decided to elect a non-executive chairman because it believed that structure supported our plan to separate the Company into two independent, publicly-traded companies. As Chairman, Mr. Dorman had a significant role in hiring Dr. Jha as Co-CEO of the Company and CEO of the Mobile Devices business.

Prior to 2008, the Company combined the functions of Chairman with those of Chief Executive Officer. Throughout, the Board has been and remains committed to maintaining strong corporate governance and appropriate independent oversight of management. Given that each of the members of the Board, other than Mr. Brown, are independent we believe that the leadership structure ultimately chosen by the Board will provide effective independent board leadership and oversight.

**Will the Directors Attend the Annual Meeting?**

Board members are expected to attend the Annual Meeting as provided in the Motorola Solutions, Inc. Board Governance Guidelines. All of our directors who stood for election at the 2011 Annual Meeting attended that meeting.

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**What is the Board's Role in the Oversight of Risks?**

The Board oversees the business of the Company, including CEO and senior management performance and risk management, to assure that the long-term interests of the stockholders are being served. Each committee of the Board is also responsible for reviewing the risk exposure of the Company related to the committee's areas of responsibility and providing input to management on such risks.

Management and our Board have a robust process embedded throughout the Company to identify, analyze, manage and report all significant risks facing the Company. The Company's Chairman and CEO and other senior managers regularly report to the Board on significant risks facing the Company, including financial, operational and strategic risks. Each of the Board committees reviews with management significant risks related to the committee's area of responsibility and reports to the Board on such risks, which includes the Compensation and Leadership Committee's review of Company-wide compensation-related risks. While each committee is responsible for reviewing significant risks in the committee's area of responsibility, the entire Board is regularly informed about such risks through committee reports. The oversight of specific risks by Board committees enables the entire Board to oversee risks facing the Company more effectively and develop strategic direction taking into account the effects and magnitude of such risks. The independent Board members also discuss the Company's significant risks when they meet in executive session without management.

Our Audit Services department has a very important role in the risk management program. The role of the department is to provide management and the Audit and Legal Committee with an overarching and objective view of the risk management activity of the enterprise. The department's engagements span financial, operational, strategic and compliance risks and the engagement results assist management in maintaining tolerable risk levels. The department conducts engagements utilizing an enterprise risk management model. The director of the department reports directly to the Audit and Legal Committee and meets regularly with the committee, including in executive session.

**What Are the Committees of the Board?**

To assist it in carrying out its duties, the Board has delegated certain authority to several committees. The Board currently has the following committees: (1) Audit and Legal, (2) Compensation and Leadership, (3) Governance and Nominating, and (4) Executive. Committee membership as of December 31, 2011 and the number of meetings of each committee during 2011 are described below:

<i>Non-Employee Directors</i>	<i>Audit &amp; Legal</i>	<i>Compensation &amp; Leadership</i>	<i>Governance &amp; Nominating</i>	<i>Executive</i>
William J. Bratton		X		
Kenneth C. Dahlberg	X	X		
David W. Dorman*		X	Chair	X
Gen. Michael V. Hayden			X	
Vincent J. Intrieri**	X			
Judy C. Lewent	X		X	
Samuel C. Scott III		Chair		X
John A. White	Chair			X
<b><u>Employee Directors</u></b>				
Gregory Q. Brown				Chair
<b>Number of Meetings in 2011</b>	7	9	4	0

\* Lead Independent Director

\*\* Resigned March 1, 2012

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**Where Can I Locate the Current Committee Charters?**

Current versions of the Audit and Legal Committee charter, Compensation and Leadership Committee charter and Governance and Nominating Committee charter are available on our website at [www.MotorolaSolutions.com/investor](http://www.MotorolaSolutions.com/investor). The information contained on Motorola Solutions website is not a part of this Proxy Statement and is not deemed incorporated by reference into this Proxy Statement or any other public filing made with the SEC.

**What Are the Functions of the Audit and Legal Committee?**

Assist the Board in fulfilling its oversight responsibilities as they relate to the Company's accounting policies, internal controls, disclosure controls and procedures, financial reporting practices and legal and regulatory compliance.

Hire the independent registered public accounting firm.

Monitor the qualifications, independence and performance of the Company's independent registered public accounting firm and the performance of the Company's internal auditors.

Maintain, through regularly scheduled meetings, a line of communication between the Board and the Company's financial management, internal auditors and independent registered public accounting firm.

Oversee compliance with the Company's policies for conducting business, including ethical business standards.

Review the Company's overall financial posture, asset utilization and capital structure.

Review the need for equity and/or debt financing and specific outside financing proposals.

Review and approve major transactions, such as restructurings, acquisitions, divestitures, joint ventures and equity investments.

Monitor the performance and investments of employee retirement and related funds.

Review the Company's dividend payment plans and practices.

Prepare the report of the Audit and Legal Committee included in this Proxy Statement.

**What Are the Functions of the Compensation and Leadership Committee?**

Assist the Board in overseeing the management of the Company's human resources, including:

compensation and benefits programs;

CEO performance and compensation;

executive development and succession; and

diversity efforts.

Oversee the evaluation of the Company's senior management.

Review and discuss the Compensation Discussion and Analysis ( CD&A ) with management and make a recommendation to the Board on the inclusion of the CD&A in this proxy statement.

Prepare the report of the Compensation and Leadership Committee included in this proxy statement.

**What Are the Functions of the Governance and Nominating Committee?**

Identify individuals qualified to become Board members, consistent with the criteria approved by the Board.

Recommend director nominees and individuals to fill vacant positions.

Assist the Board in interpreting the Company's Board Governance Guidelines, the Board's Principles of Conduct and any other similar governance documents adopted by the Board.

Oversee the evaluation of the Board and its committees.

Generally oversee the governance and compensation of the Board.

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**What Are the Functions of the Executive Committee?**

Act for the Board between meetings on matters already approved in principle by the Board.

Exercise the authority of the Board on specific matters assigned by the Board from time to time.

**What is the Decision-Making Process to Determine Executive Compensation?**

The Board has delegated to the Compensation and Leadership Committee the responsibility to oversee the programs under which compensation is paid or awarded to Motorola Solutions' senior executives and to evaluate their performance. The Compensation and Leadership Committee is responsible for bringing recommended compensation actions involving the CEO to the Board for its concurrence. The specific functions of the Compensation and Leadership Committee are described in this Proxy Statement under *What Are the Functions of the Compensation and Leadership Committee?* and in the Compensation and Leadership Committee's charter, which the Compensation and Leadership Committee and the Board annually review and revise as necessary.

Motorola Solutions' Human Resources organization supports the Compensation and Leadership Committee in its work and, in some cases, acts pursuant to delegated authority from the Compensation and Leadership Committee to fulfill various functions in administering Motorola Solutions' compensation programs.

In carrying out its duties, the Compensation and Leadership Committee has direct access to outside advisors, independent compensation consultants and others to assist them in their review of the compensation for Motorola Solutions' senior executives. Since 2009, the Committee has retained Compensation Advisory Partners, LLC ( "Compensation Advisory Partners" ) as its independent compensation consultant.

For more information on the decisions made by the Compensation and Leadership Committee, see the *Compensation Discussion and Analysis*.

**What is the Decision-Making Process to Determine Director Compensation?**

The Governance and Nominating Committee recommends to the Board the compensation for non-employee directors, which is to be consistent with market practices of other similarly situated companies and takes into consideration the impact on non-employee directors' independence and objectivity. The Board has asked the Compensation and Leadership Committee to assist the Governance and Nominating Committee in making such recommendations. The charter of the Governance and Nominating Committee does not permit it to delegate director compensation matters to management, and management has no role in recommending the amount or form of director compensation.

**What is the Role of Independent Compensation Consultants in Executive and Director Compensation Determinations?**

In accordance with the Compensation and Leadership Committee's charter, this committee has the sole authority, to the extent deemed necessary and appropriate, to retain and terminate any compensation consultants, outside counsel or other advisors, including the sole authority to approve the firm's fees and retention terms.

In accordance with this authority, since 2009, the Compensation and Leadership Committee has retained Compensation Advisory Partners as its independent consultant firm. Compensation Advisory Partners provides insight and advice on matters regarding trends in executive compensation, relative executive pay and benefits practices, assessment of pay of our senior executives relative to performance and other measures as the Compensation and Leadership Committee deems appropriate. See *Independent Consultant Engagement* in the *Compensation Discussion and Analysis* for further details on the compensation-related elements the Compensation and Leadership Committee requested to be reviewed by Compensation Advisory Partners.

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The Compensation and Leadership Committee intends to engage its external independent consultant to perform a comprehensive evaluation of the Company's executive rewards program on a periodic basis. The Compensation and Leadership Committee also intends to engage its external independent consultant to review the specific compensation of the CEO and all members of the management executive committee annually.



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**What Role, if any, do Executive Officers Play in Determining or Recommending Executive and Director Compensation?**

Motorola Solutions' management executive committee, comprised of the CEO and certain executives designated by the CEO, provides recommendations regarding the design of the Company's compensation program to the Compensation and Leadership Committee. Additionally, the Compensation and Leadership Committee's independent compensation consultant provides input on these recommendations from time to time, assists in reviewing the compensation for the management executive committee and participates in Committee meetings. Upon Compensation and Leadership Committee approval, the management executive committee is responsible for executing the objectives of approved compensation programs.

Each member of Motorola Solutions' management executive committee is ultimately responsible for approving all compensation actions for their respective organizations. When these compensation actions involve other Motorola Solutions executives, the involved management executive committee member is accountable for ensuring adherence to all established governance procedures.

The CEO is responsible for recommending all compensation actions involving any member of the management executive committee or Section 16 Officer to the Compensation and Leadership Committee for its approval. The CEO takes an active role in Compensation and Leadership Committee meetings at which compensation actions involving the above officers are discussed.

Motorola Solutions' Human Resources organization, together with the Compensation and Leadership Committee's independent compensation consultant, prepares recommendations regarding CEO compensation and brings those recommendations to the Compensation and Leadership Committee. The Compensation and Leadership Committee is responsible for bringing recommended compensation actions involving the CEO to the independent members of the Board for their concurrence. The Compensation and Leadership Committee cannot unilaterally approve compensation changes for the CEO. The CEO is not involved in the preparation of recommendations related to his compensation and does not participate in the discussions regarding his compensation at Committee or Board meetings. The independent consultant is also available at such Committee meetings where the CEO's compensation is being discussed.

As stated above, management does not recommend or determine director compensation.

**What Are the Director Stock Ownership Guidelines?**

On November 9, 2011, our Board stock ownership guidelines were increased to provide that, by the later of five years after that date or joining the Board, non-employee directors are expected to own Common Stock with a value equivalent to at least five times the annual retainer fee for directors. In addition, directors are required to hold all shares paid or awarded by the Company until their termination of service. For the purposes of these guidelines, Common Stock includes deferred stock units. Until such time as the obligation to own five times the annual retainer has passed, the previous requirement of four times the annual retainer within five years of joining the Board will remain in effect for all members of the Board as of November 9, 2011.

**How Are the Directors Compensated?**

During 2011, the annual retainer fee paid to each non-employee director was \$100,000. In addition: (1) the Lead Independent Director received an additional fee of \$25,000; (2) the chair of the Audit and Legal Committee received an additional annual fee of \$20,000; (3) the chair of the Compensation and Leadership Committee received an additional annual fee of \$15,000; (4) the non-employee chairs of the other committees each received an additional annual fee of \$10,000; and (5) the members of the Audit and Legal Committee, other than the chair, each received an additional annual fee of \$5,000. The non-employee Chairman of the Board received an additional annual fee of \$280,000, pro-rated for the portion of the year he served in such position; in addition, the Lead Independent Director fee was pro-rated for the portion of the year he served in such position. All fees are paid quarterly. The Company also reimburses its directors and, in certain circumstances, spouses who accompany directors, for travel, lodging and related expenses they incur in attending Board and committee meetings or other meetings as requested by Motorola Solutions.

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During 2011, a director could elect to receive all or a portion of his or her annual retainer and other cash fees in the form of deferred stock units. Commencing in 2012, directors may elect to receive all or a portion of his or her annual retainer and other cash fees in the form of (i) deferred stock units that settle when the director terminates service, (ii) deferred stock units that settle after one year (unless service is earlier terminated), or (iii) outright shares.

In 2011, non-employee directors received an annual grant of \$120,000 of deferred stock units in the second quarter of the fiscal year that settle when the director terminates service. Beginning in January 2012, non-employee directors will receive an annual grant of \$140,000 of deferred stock units in the second quarter of the fiscal year. Further, directors may elect deferred stock units that settle when the director terminates service, or that settle after one year (unless service is earlier terminated). On May 3, 2011, each non-employee director received a deferred stock unit award of 2,656 shares of Common Stock. The number of deferred stock units awarded was determined by dividing \$120,000 by the fair market value of a share of Common Stock on the date of grant (rounded up to the next whole number) based on the closing price on the date of grant.

For a non-employee director who becomes a member of the Board of Directors after the annual grant of deferred stock units, the award will be prorated based on the number of full months to be served (\$10,000 per month prior to May 2012; \$11,666.67 per month commencing in May 2012) divided by the closing price of the Common Stock on the day of election to the Board. On January 4, 2011, Messrs. Bratton, Hayden and Intrieri and Ms. Lewent were elected to the Board and each received a grant of deferred stock units equal to \$40,000. On July 26, 2011, the date Mr. Dahlberg was elected to the Board, he received a grant of deferred stock units equal to \$90,000.

Except for Dr. White, non-employee directors are not eligible to participate in the Motorola Solutions Management Deferred Compensation Plan. Motorola Solutions does not have a non-equity incentive plan or pension plan for non-employee directors. Non-employee directors do not receive any additional fees for attendance at meetings of the Board or its committees, or for additional work done on behalf of the Board or a committee. Mr. Brown and Dr. Jha, who were employees during 2011, received no additional compensation for serving on the Board or its committees.

The following table further summarizes compensation paid to the non-employee directors during 2011.

**Director Compensation for 2011**

<i>Name</i>	<i>Fees Earned or Paid in Cash(\$)<sup>(1)</sup></i>	<i>Stock Awards(\$) <sup>(2)(3)</sup></i>	<i>Change in Pension Value and Nonqualified Deferred Compensation Earnings(\$)</i>	<i>All Other Compensation(\$)<sup>(4)</sup></i>	<i>Total(\$)</i>
<i>(a)</i>	<i>(b)</i>	<i>(c)</i>	<i>(f)</i>	<i>(g)</i>	<i>(h)</i>
William J. Bratton	100,000	160,033			260,033
Kenneth C. Dahlberg	39,375	103,154			142,529
David W. Dorman	0	382,644		5,500 <sup>(5)</sup>	388,144
Michael V. Hayden	100,000	160,033			260,033
Judy C. Lewent	105,000	160,033			265,033
Samuel C. Scott III	115,000	120,025			235,025
John A. White	72,000	168,123	0 <sup>(6)</sup>	10,000 <sup>(5)</sup>	250,123
<b>Former Directors<sup>(7)</sup></b>					
Vincent J. Intrieri	0	265,119			265,119

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Douglas A. Warner III	52,500	52,500
William R. Hambrecht		
Keith A. Meister		
Thomas J. Meredith		
James R. Stengel		
Anthony J. Vinciguerra		

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- (1) During 2011, directors could elect to receive a portion of their annual retainer or other fees in the form of deferred stock units ( DSUs ) that settle upon the termination of service with the Company. The amounts in column (b) are the portion of the annual retainer and any other fees the non-employee director has elected to receive in cash. Messrs. Dahlberg, Dorman, White and Intrieri elected to receive DSUs with respect to \$13,152, \$262,619, \$48,098 and \$105,086, respectively, in lieu of their cash fees. These deferred amounts are included in column (c).
- (2) Certain directors have elected to receive DSUs for all or a portion of their annual retainer or other fees. In addition, all non-employee directors received an annual grant of DSUs on May 3, 2011. All amounts in column (c) are the aggregate grant date fair value of DSUs computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation Stock Compensation ( ASC Topic 718 ), including dividend equivalents, as applicable. The number of DSUs received and the fair value on each date of grant are as follows:

	<i>January 4</i>	<i>March 31</i>	<i>May 3</i>	<i>June 30</i>	<i>September 30</i>	<i>December 31</i>
	<i>Deferred</i>	<i>Deferred</i>	<i>Annual Grant of</i>	<i>Deferred</i>	<i>Deferred</i>	<i>Deferred</i>
<i>Directors</i>	<i>Stock Units</i>	<i>Stock Units</i>	<i>Deferred Stock Units</i>	<i>Stock Units</i>	<i>Stock Units</i>	<i>Stock Units</i>
William J. Bratton	1,006		2,656			
Fair Value	\$ 40,008		\$ 120,025			
Kenneth C. Dahlberg				1,972 <sup>(a)</sup>	157	142
Fair Value				\$ 90,002	\$ 6,579	\$ 6,573
David W. Dorman		2,126	2,656	2,173	806	730
Fair value		\$ 95,011	\$ 120,025	\$ 100,045	\$ 33,772	\$ 33,791
Michael V. Hayden	1,006		2,656			
Fair Value	\$ 40,008		\$ 120,025			
Judy C. Lewent	1,006		2,656			
Fair Value	\$ 40,008		\$ 120,025			
Samuel C. Scott III			2,656			
Fair value			\$ 120,025			
John A. White		269	2,656	261	287	260
Fair Value		\$ 12,022	\$ 120,025	\$ 12,016	\$ 12,025	\$ 12,035
<b>Former Director</b>						
Vincent J. Intrieri	1,006	587	2,656	571	627	568
Fair Value	\$ 40,008	\$ 26,233	\$ 120,025	\$ 26,289	\$ 26,271	\$ 26,293

(a) Mr. Dahlberg's DSUs were granted on July 26, 2011, the date he was elected to the Board.

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- (3) As of December 31, 2011, the aggregate stock and option awards outstanding for the directors were as set forth below. For each director, the options to purchase Common Stock listed below were exercisable at year end. The aggregate number of Motorola Solutions DSUs includes accrued dividend equivalents. The Motorola Mobility DSUs are set forth below for the directors who received such units in connection with the Separation.

<i>Directors</i>	<i>Options</i>	<i>Deferred Stock</i>		<i>Restricted Stock</i>
		<i>Units Motorola Solutions</i>	<i>Units Motorola Mobility</i>	
William J. Bratton		3,680		
Kenneth C. Dahlberg		2,280		
David W. Dorman		30,703	19,308	
Michael V. Hayden		3,680		
Judy C. Lewent	15,544	3,680		
Samuel C. Scott III	15,544	12,524	8,580	1,739
John A. White	7,562	19,357	13,587	77
<b>Former Directors</b>				
Vincent J. Intrieri		6,038		
Douglas A. Warner III	15,544			
William R. Hambrecht				
Keith A. Meister				
Thomas J. Meredith				
James R. Stengel				
Anthony J. Vinciguerra				

- (4) The aggregate amount of perquisites and personal benefits, securities or property given to each named director valued on the basis of aggregate incremental cost to the Company was less than \$10,000. Accordingly, no such amounts are reported in this column.
- (5) The amounts in this column represent matching gift contributions made by the Motorola Solutions Foundation at the request of the director to charitable institutions in the director's name pursuant to the Company's charitable matching gift program that is available to all U.S. employees and directors.
- (6) The amount in this column consists of a loss of \$44 in earnings under the Motorola Solutions Management Deferred Compensation Plan; therefore this amount is recorded as \$0. As of January 1, 2006, new non-employee directors were not eligible to participate in the plan. Dr. White is the only non-employee director who participates in the plan.
- (7) Mr. Intrieri resigned from the Board on March 1, 2012. Mr. Warner did not stand for re-election at the 2011 Annual Meeting and the other listed former directors all ceased to be directors on January 4, 2011 in connection with the Separation. Although Messrs. Hambrecht, Meister, Meredith, Stengel and Vinciguerra were directors on January 1-3, 2011, they did not receive any cash or equity compensation in 2011.

**Director Retirement Plan and Insurance Coverage**

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In 1996, the Board terminated its retirement plan and no current non-employee directors are entitled to receive retirement benefits. In 1998, Mr. Scott and Dr. White, the only current directors with interests in the plan, converted their accrued benefits in the retirement plan into shares of restricted Common Stock. They may not sell or transfer these shares and these shares are subject to repurchase by Motorola Solutions until such directors are no longer members of the Board because: (1) they do not stand for re-election or are not re-elected, or (2) of their disability or death.

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Non-employee directors are covered by insurance that provides accidental death and dismemberment coverage of \$500,000 per person. The spouse of each such director is also covered by such insurance when traveling with the director on business trips for the Company. The Company pays the premiums for such insurance. The total premiums for coverage of all such non-employee directors and their spouses during the year ended December 31, 2011 was \$1,900.

**Related Person Transaction Policy and Procedures**

The Company has established written policies and procedures (the Related Person Transaction Policy or the Policy) to assist it in reviewing transactions in excess of \$120,000 (Transactions) involving the Company and its subsidiaries and Related Persons (as defined below). This Policy supplements our other conflict of interest policies set forth in the Principles of Conduct for Members of the Motorola Solutions, Inc. Board of Directors and the Motorola Solutions Code of Business Conduct for employees and our other internal procedures. A summary description of the Related Person Transaction Policy is set forth below.

For purposes of the Related Person Transaction Policy, a Related Person includes directors, director nominees and executive officers of the Company and its subsidiaries since the beginning of the Company's last fiscal year, beneficial owners of 5% or more of any class of voting securities of the Company and its subsidiaries (5% Holder) and members of their respective Immediate Family (as defined in the Policy).

The Policy provides that any Transaction since the beginning of the last fiscal year is to be promptly reported to the Company's General Counsel. The General Counsel will assist with gathering important information about the Transaction and present the information to the Board committee responsible for reviewing the Transaction. The appropriate Board committee will determine if the Transaction is a Related Person Transaction and approve, ratify or reject the Related Person Transaction. In approving, ratifying or rejecting a Related Person Transaction, the applicable committee will consider such information as it deems important to conclude if the transaction is fair to the Company and its subsidiaries. The Governance and Nominating Committee will make all determinations regarding transactions involving a director or director nominee. The Audit and Legal Committee will make all determinations involving an executive officer or 5% Holder.

Motorola Solutions had no Related Person Transactions in 2011.

**What is the Process for Identifying and Evaluating Director Candidates?**

As stated in the Motorola Solutions, Inc. Board Governance Guidelines, when selecting directors, the Board and the Governance and Nominating Committee review and consider many factors, including: experience in the context of the Board's needs; leadership qualities; ability to exercise sound judgment; existing time commitments; years to retirement age; and independence. They also consider ethical standards and integrity. While the Company does not have a formal policy regarding diversity, diversity is one of several factors considered by the Board and the Governance and Nominating Committee when selecting director nominees. The Board and the Governance and Nominating Committee strive to nominate directors with a variety of complementary skills, backgrounds and perspectives so that, as a group, the Board will possess the appropriate talent, skills, experience and expertise to oversee the Company's businesses. The Governance and Nominating Committee annually assesses the effectiveness of its director nomination process and the Board Governance Guidelines.

The Governance and Nominating Committee will consider nominees recommended by Motorola Solutions stockholders, provided that the recommendation contains sufficient information for the Governance and Nominating Committee to assess the suitability of the candidate, including the candidate's qualifications. Stockholder-recommended candidates that comply with these procedures will receive the same consideration that candidates recommended by the Governance and Nominating Committee and management receive, as discussed above.

The Governance and Nominating Committee considers recommendations from many sources, including members of the Board, management and search firms. From time to time, Motorola Solutions hires global search firms to help identify and facilitate the screening and interview process of director candidates. The search firm screens candidates based on the Board's criteria, performs reference checks, prepares a biography for each candidate

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for the Governance and Nominating Committee's review and helps arrange interviews. The Governance and Nominating Committee and the Chairman of the Board conduct interviews with candidates who meet the Board's criteria. In connection with the Separation, we retained two third-party search firms to conduct a search for new members of the Board. The third-party search firms reviewed the qualifications of several candidates, including candidates referred to the search firms by members of the Governance and Nominating Committee and the CEO. The third-party search firms recommended a number of candidates to the Governance and Nominating Committee. In addition, Carl C. Icahn, our largest stockholder in 2011, recommended Vincent J. Intrieri as a director candidate. The Governance and Nominating Committee interviewed candidates and as a result, each of William J. Bratton, Michael V. Hayden, Vincent J. Intrieri and Judy C. Lewent were nominated by the Governance and Nominating Committee for election on January 4, 2011. Mr. Intrieri subsequently resigned on March 1, 2012, in connection with an agreement between the Company and Mr. Icahn. Also during 2011, the Governance and Nominating Committee identified Kenneth C. Dahlberg as a potential candidate. After being interviewed by the Governance and Nominating Committee and members of management, the Governance and Nominating Committee nominated Mr. Dahlberg as a director in July 2011. In connection with the resignation of Mr. Intrieri, the Board, pursuant to its authority under the Bylaws, reduced its size to eight members. If the Board chooses to subsequently increase its size, the Governance and Nominating Committee will follow its process with respect to evaluation of candidates. The Governance and Nominating Committee has full discretion in considering potential candidates and making its nominations to the Board.

**PROPOSAL NO. 2 ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION**

In accordance with Section 14A of the Exchange Act we are providing our stockholders with the opportunity to vote to approve, on a nonbinding, advisory basis, the compensation of our named executive officers (or NEOs) as disclosed in this proxy statement. We have provided our stockholders with the opportunity to annually approve the Company's executive compensation policies and procedures since 2009, when the Board of Directors adopted a Board Governance Guideline to annually provide such an opportunity. At the 2011 Annual Meeting of stockholders, our stockholders approved our executive compensation with nearly 89% support, and 90% approved an annual frequency of stockholder advisory voting to approve our executive compensation. Based upon these results, the Board determined to continue to hold an annual advisory vote on executive compensation. Because the stockholder vote to approve our executive compensation is advisory, it will not be binding upon the Board. However, the Compensation and Leadership Committee does take into account the outcome of the vote when considering future executive compensation arrangements.

The following is a summary of some key elements of our 2011 executive compensation actions, policies and programs. The *Compensation Discussion and Analysis* and *Named Executive Officer Compensation* sections of this proxy statement can be referenced for additional details.

The year 2011 marked the beginning of a new era for Motorola Solutions. In 2011, we achieved strong financial and operational performance. Net sales increased 8% compared to 2010, GAAP operating earnings increased 14%, GAAP earnings per share were up 206%, and we generated operating cash flow of \$848 million, up from \$803 million in 2010. In addition, we returned capital to stockholders by initiating a regular quarterly dividend of 22 cents per share and authorized a \$2 billion share repurchase program (which was subsequently increased to \$3 billion by the Board in January 2012). Our stockholders also benefited from this strong performance, as demonstrated by the 24% increase in our stock price between the opening price on January 4, 2011 and the closing price on December 31, 2011.

The successful completion of the spin-off of Motorola Mobility Holdings, Inc. on January 4, 2011, our strong 2011 performance and the importance of succeeding as Motorola Solutions had an influence on pay decisions for Mr. Brown and our other NEOs. Base salaries for some of our NEOs were increased during 2011 in connection with market adjustments and promotions. Mr. Brown's salary reverted to \$1,200,000 as provided in his employment agreement following his voluntary reduction to \$900,000 for 2009 and 2010. Our strong operating earnings and free cash flow performance in 2011 correlated to payouts under our Annual Incentive Plan (AIP) that were 14% above target, excluding individual performance adjustments. A new 2011-2013 Long Range Incentive Plan (LRIP) cycle was implemented for our senior executives, including our NEOs. A special equity



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grant of stock options and restricted stock units, called the Leadership Grant, was made in 2011 to select senior executives, including our NEOs. Finally, Separation Event Equity Grants were made to Mr. Brown under the terms of his employment agreement. The *Compensation Discussion and Analysis* and *Named Executive Officer Compensation* sections of this proxy statement can be referenced for additional details.

During 2011, the Compensation and Leadership Committee reviewed our pay programs and practices, taking into account the favorable outcome of the stockholder vote to approve our executive compensation at the 2011 Annual Meeting of stockholders, consultations with the Compensation and Leadership Committee's independent compensation consultant and discussions with major stockholders. Given the strong stockholder support of our pay programs, we made no specific changes to executive compensation in 2011, but we did make general corporate governance improvements, as discussed below.

In conjunction with Separation, we addressed, and continue to address, several legacy compensation-related practices. In addition, throughout 2011, we continued our dialogue with our largest stockholders to better understand their perspectives of the Company, including their views on our compensation practices. We believe the actions we have already taken, and the actions we plan to take in 2012, will lead to continued stockholder satisfaction with our executive compensation programs.

During 2011, we made several changes to enhance the corporate governance provisions of our compensation programs and to better align them to competitive market practices. These changes include:

<b>Program</b>	<b>Program Change and Corporate Governance Improvement</b>
New Change In Control Plan	Instituted a new Senior Executive Change in Control Plan that phases in for existing participants in 2014, which limits plan eligibility, eliminates excise tax gross-ups and reduces severance multiples, amongst other changes. Refer to the section <i>Termination of Employment and Change In Control Arrangements</i> of this proxy for additional details.
Executive Stock Ownership Guidelines	Expanded our stock ownership requirements to include Corporate Vice Presidents, in addition to Senior Vice Presidents, Executive Vice Presidents and our Chairman and CEO, and also implemented consequences for failure to meet the applicable stock ownership requirement within a five-year time period. Refer to the section <i>Stock Ownership Requirements</i> in the CD&A for additional details.
Board Stock Ownership Guidelines	Amended our Board Governance Guidelines to increase non-employee director stock ownership guidelines from four times to five times the annual retainer within a five-year time period and implemented a requirement for non-employee directors to hold all shares paid or awarded by the Company until termination of Board service. Refer to the section <i>Board of Director Matters: What Are The Director Stock Ownership Guidelines</i> of this proxy for additional details.
Stock Plan Amendments	Amended our Motorola Solutions Omnibus Incentive Plan of 2006 to remove a share recycling provision which allowed shares withheld for tax purposes to be reissued for future grants. Additionally, we clarified our plan to affirmatively state that dividend equivalents cannot be accrued on options or stock appreciation rights and to specifically define fair market value in our stock plan as the closing price on the date of the transaction.
Elimination of Gross-Ups	Eliminated tax gross-ups for guests traveling with Section 16 Officers to Company sponsored events. Section 16 Officers are responsible for taxes due on imputed income resulting from their guests attending special events.

In response to feedback received from many of our largest stockholders, effective in 2012, we will significantly reduce the amount of stock we grant under our long-term incentive plan. We will limit annual equity grant eligibility to a narrower management population of approximately 2,000 employees; this change will reduce eligibility for annual equity grants by approximately 12,000 employees. We will maintain eligibility for special equity grants as part of recruitment, retention and recognition; however, these grants will be given on a highly selective basis. This change in our equity grant practice will reduce our annual share usage rate and stock-based compensation expense to more competitive levels with our comparator group, while retaining our ability to attract, retain and motivate top talent in the organization.

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In addition to the general corporate governance improvements made in 2011, we continue to maintain several practices that represent strong corporate governance, including:

Practice	Description
Heavily weighted at risk pay for our senior executives	Weighted to include more short-term and long-term incentives (variable pay) than base salary (fixed pay) to create a strong link to driving stock price performance in a responsible manner without creating undue risk for the Company.
Double trigger feature in our Senior Executive Change in Control Plan	Requires that an executive be separated from service in conjunction with a change in control event before receiving any payouts made in connection with a change in control.
Modified double trigger in our Motorola Solutions Omnibus Incentive Plan of 2006 for a change in control	Provides that there is no acceleration of equity or performance awards if such awards are assumed or replaced by the successor company, unless otherwise provided by the Compensation and Leadership Committee. For awards that are assumed or replaced during a change in control, accelerated treatment is only provided if the executive is terminated without cause or voluntarily resigns for Good Reason within 24 months of the change in control event.
Clawback policy	Provides for recoupment of incentive payments that are overstated as a result of the restatement of our financial earnings.
Anti-hedging policy	Precludes employees and directors from engaging in any transaction in which they may profit from short-term speculative swings in the value of our securities.
Compensation and Leadership Committee consisting entirely of independent directors	Complies with independent status as a non-employee director under SEC Rule 16b-3 and as an outside director under Section 162(m) of the Internal Revenue Code for purposes of membership on a compensation committee.
Independent compensation consultant engaged by the Compensation and Leadership Committee	Compensation and Leadership Committee reviews and approves all plans under its purview and also seeks input from its independent compensation consultant, which provides third-party input and an unbiased perspective on external market practices.
An annual risk assessment on pay that is reviewed by the Compensation and Leadership Committee	Reviews global employee compensation programs to determine if there is inappropriate or excessive risk exposure that could have a material adverse effect on the Company.

We believe these practices, coupled with our recent compensation actions, demonstrate a reasonable and responsible approach to designing and managing the Company's compensation programs. We continuously monitor our compensation practices to ensure we maintain consistency with our compensation philosophy, guiding principles and business strategy, and are responsive to current market conditions and new developments in corporate governance. In addition, we will continue to take into account the results of future stockholder votes and ongoing dialogues with our largest stockholders when reviewing our compensation programs and practices.

For the reasons discussed above, the Board unanimously recommends that stockholders vote in favor of the following resolution:

Resolved, that the stockholders approve, on an advisory basis, the compensation of the named executive officers, as described in the *Compensation Discussion and Analysis*, the *2011 Summary Compensation Table* and other related tables and disclosures in this proxy statement.

**RECOMMENDATION OF THE BOARD**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION. UNLESS OTHERWISE INDICATED ON YOUR PROXY, YOUR SHARES WILL BE VOTED FOR THE APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.**

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**PROPOSAL NO. 3 RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012**

The Audit and Legal Committee of the Board has appointed KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012. Services provided to the Company and its subsidiaries by KPMG LLP ( KPMG ) in fiscal years 2010 and 2011 are described under *Audit and Legal Committee Matters Independent Registered Public Accounting Firm Fees*.

We are asking our stockholders to ratify the selection of KPMG as our independent registered public accounting firm. Although ratification is not required by our Bylaws or otherwise, the Board is submitting the selection of KPMG to our stockholders for ratification as a matter of good corporate practice.

Representatives of KPMG are expected to be present at the Annual Meeting and will have the opportunity to make a statement if they desire to do so and will have the opportunity to respond to appropriate questions from stockholders.

The affirmative vote of the holders of a majority of the shares present in person or by proxy and entitled to vote at the Annual Meeting will be required to ratify the selection of KPMG. Abstentions will have the same effect as a vote Against the proposal.

In the event stockholders do not ratify the appointment, the appointment will be reconsidered by the Audit and Legal Committee and the Board. Even if the selection is ratified, the Audit and Legal Committee in its discretion may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and our stockholders.

**RECOMMENDATION OF THE BOARD**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE *FOR* RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2012. UNLESS OTHERWISE INDICATED ON YOUR PROXY, YOUR SHARES WILL BE VOTED *FOR* THE RATIFICATION OF KPMG LLP.**

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**PROPOSAL NO. 4 STOCKHOLDER PROPOSAL RE: ENCOURAGE SUPPLIER(S) TO PUBLISH AN ANNUAL SUSTAINABILITY REPORT**

*The Company has been advised that the Comptroller of the City of New York, as custodian and a trustee for (i) the New York City Employees Retirement System, beneficial owner of 259,458 shares, (ii) the New York City Teachers Retirement System, beneficial owner of 266,452 shares, (iii) the New York City Fire Department Pension Fund, beneficial owner of 45,521 shares, (iv) the New York City Police Pension Fund, beneficial owner of 141,496 shares, and as custodian for the New York City Board of Education Retirement System, beneficial owner of 14,323 shares, intends to submit the following proposal for consideration at the Annual Meeting. We have not modified the language of the stockholder's proposal.*

**WHEREAS**, increasingly, multinational companies are realizing that their suppliers' impacts and sustainability are inextricably intertwined with their own; and

**WHEREAS**, the UN Global Compact-Accenture CEO Study 2010, "A New Era of Sustainability", found that 93% of surveyed CEOs believe that sustainability issues will be critical to the future success of their business, and 88% believe that they should be integrating sustainability through their supply chain, where the most significant performance gap is seen; and

**WHEREAS**, a study by Aaron Bernstein and Christopher Greenwald, "Benchmarking Corporate Policies on Labor and Human Rights in Global Supply Chains," (Pension and Capital Stewardship Project Labor and Work-Life Program Harvard Law School, Nov. 2009), found a significant gap between general policies against labor and human rights abuse and more detailed standards and enforcement mechanism required to carry them out; and

**WHEREAS**, in 2010, PUMA, the Sport lifestyle company, in cooperation with the Global Reporting Initiative's (GRI's) Global Action Network for Transparency in the Supply Chain, which provides GRI certified training on transparent measurement and reporting to supplier factories, expanded its strategic suppliers sustainability reporting project with commitments from 20 suppliers in South East Asia and other major sourcing regions that they will issue their own sustainability reports from 2011 on; and

**WHEREAS**, given the merit of the old adage, "What Gets Measured Gets Done", the long-term interests of multinational companies and their shareholders would be enhanced if companies were to urge their suppliers to establish performance goals on human and worker rights, and to measure and publicly report on performance using internationally recognized standards and measurement protocols;

**THEREFORE, BE IT RESOLVED:** the shareholders request that the Board of Directors, using a phased, tiered approach that the Company deems reasonable and practical, take the necessary steps to help move the Company's supplier(s) to begin publishing annual, independently verifiable, sustainability reports. Among other important disclosures, reports should include the suppliers' objective assessments and measurements of performance on workplace safety, and human and worker rights, using internationally recognized standards, indicators and measurement protocols. In addition, reports should include incidents of non-compliance, actions taken to remedy those incidents, and measures taken to contribute to long-term prevention and mitigation.

**Statement in Support**

A company's best opportunity for early identification and mitigation of the risks posed by the human and labor rights violations of its suppliers is the development and rigorous implementation of a risk-management framework to enable its monitoring and verification of its suppliers' performance against internationally recognized standards of human and labor rights, using measurable and verifiable indicators of performance. Annual sustainability reporting by its supplier(s) would strengthen the company's ability to assess its suppliers' performance, to hold its suppliers accountable, help to drive performance improvements, and enable investors to better understand and assess potential reputational and/or operational risks.

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