

Motorola Solutions, Inc.
Form DEF 14A
March 15, 2011
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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)

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(1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

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PRINCIPAL EXECUTIVE OFFICES:

1303 East Algonquin Road

Schaumburg, Illinois 60196

March 15, 2011

PLACE OF MEETING:

Capital Hilton

1001 16th Street NW

Washington, DC 20036

NOTICE OF 2011 ANNUAL MEETING OF STOCKHOLDERS

To our Stockholders:

Our Annual Meeting will be held at the Capital Hilton, 1001 16th Street NW, Washington, DC 20036 on Monday, May 2, 2011 at 5:00 P.M., EDT.

The purpose of the meeting is to:

1. elect eight directors for a one-year term;
2. hold a stockholder advisory vote on executive compensation;
3. hold a stockholder advisory vote on the frequency of advisory voting to approve executive compensation;
4. reapprove the material terms of performance-based awards under the Motorola Solutions Omnibus Incentive Plan of 2006;
5. ratify the appointment of KPMG LLP as Motorola Solutions independent registered public accounting firm for 2011;
6. consider and vote upon a stockholder proposal, if properly presented at the meeting; and
7. 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 7, 2011 (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 2011 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;

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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 MAY 2, 2011

March 15, 2011

Dear Fellow Motorola Solutions Stockholders:

You are cordially invited to attend Motorola Solutions' 2011 Annual Stockholders Meeting. The meeting will be held on Monday, May 2, 2011 at 5:00 P.M., EDT, at the Capital Hilton, 1001 16th Street NW, Washington, DC 20036. Given the importance of government and public safety markets to the Motorola Solutions business, in particular our federal government customers, we have decided to 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;

the advisory approval of the Company's frequency of advisory voting on executive compensation;

the reapproval of the material terms of performance-based awards under the Company's Omnibus Incentive Plan of 2006; 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

President and CEO
Motorola Solutions, Inc.

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PROXY STATEMENT

1

PROXY STATEMENT

ABOUT THE 2011 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. (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 2011 Annual Meeting of Stockholders (the Annual Meeting) to be held at the Capital Hilton, 1000 16th Street NW, Washington, DC 20036 on Monday, May 2, 2011 at 5:00 P.M., EDT, for the purposes set forth in the Notice of 2011 Annual Meeting of Stockholders.

All stockholders may view and print Motorola Solutions Proxy Statement and the 2010 Annual Report at the Company's website at 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.

VOTING PROCEDURES

Who Is Entitled to Vote?

Only stockholders of record at the close of business on March 7, 2011 (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 337,550,408 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 Securities and Exchange Commission (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 2010 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 (a 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 2011 Proxy Statement and 2010 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 2010 Annual Report, is being mailed to stockholders on or about March 15, 2011.

How Can I Vote Without Attending the Annual Meeting?

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

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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, May 1, 2011. 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 Notice or on your proxy card. You will need to use the control number appearing on your Notice or 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, May 1, 2011. 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 the broker, the 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 votes on executive compensation and the frequency of such voting, the reapproval of the material terms of performance-based awards and the stockholder proposal 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 over the Internet, by telephone or by signing and returning your proxy card, 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 recommended frequency of annual advisory voting on executive compensation, (4) For the reapproval of the material terms of performance-based awards, (5) For the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2011, and (6) Against the stockholder proposal.

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. At 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 signing, dating and returning the proxy card, 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 2011 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 will have no effect on the director election since only votes For and Against a nominee will be counted.

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

With regard to the stockholder advisory vote on 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 the executive compensation. Abstentions will have the same effect as a vote Against the advisory 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 Approve the Frequency of the Advisory Vote on Executive Compensation?

The advisory vote on the frequency of advisory votes on executive compensation will be determined based on a plurality of the votes cast. This means that the option that receives the most votes will be recommended by the stockholders to the Board of Directors. Abstentions and broker non-votes are not counted for the advisory vote on frequency of advisory votes on executive compensation and, therefore, will have no effect on the outcome of the proposal. The results of this vote are not binding on the Board.

How Many Votes Are Required to Reapprove the Company's Material Terms of Performance-Based Awards Under the Motorola Solutions Omnibus Incentive Plan of 2006?

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 reapprove the material terms of performance-based awards. Abstentions will have the same effect as a vote Against the proposal. Broker non-votes will have no effect on the outcome of this proposal.

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 Proposal?

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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 the proposal. Broker non-votes will have no effect on the outcome of the stockholder proposal.

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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 or resignation.

NOMINEES

Who Are the Nominees?

Each of the nominees named below is currently a director of the Company. Nominees Gregory Q. Brown, David W. Dorman, Samuel C. Scott, and Dr. John A. White were elected at the Annual Meeting of Stockholders held on May 2, 2010. Nominees William J. Bratton, Michael V. Hayden, Vincent J. Intrieri and Judy C. Lewent were elected at a Special Meeting of the Board of Directors held on November 30, 2010, with such elections effective January 4, 2011. The ages shown are as of January 1, 2011. Douglas A. Warner III is not standing for re-election.

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

Director since 2007; Age 50

Mr. Brown joined the Company in 2003 and since January 2011 has served as President and Chief Executive Officer of Motorola Solutions, Inc. He was 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 is a member of The Business Council, Business Roundtable, Northwestern Memorial Hospital board and the Technology CEO Council. He is also on the executive committee of the U.S. China Business Council (USCBC) and is a member of the U.S. Brazil CEO Forum. He was also recently appointed by President Obama to the President's Management Advisory Board. Mr. Brown received a B.A. degree in Economics from Rutgers University.

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WILLIAM J. BRATTON, Principal Occupation: Chairman of Kroll, a business of Altegrity, Inc.*Director since 2011; Age 63*

Mr. Bratton was appointed as the Chairman of Kroll, 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. Prior to the 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, is a graduate of the FBI National Executive Institute, and the Senior Executive Fellows Program at Harvard's John F. Kennedy School of Government.

DAVID W. DORMAN, Principal Occupation: Non-Executive Chairman of the Board, Motorola Solutions, Inc.*Director since 2006; Age 56*

Mr. Dorman is the Non-Executive Chairman of the Board of Motorola Solutions, Inc. Previously he was a Managing Director and Senior Advisor with Warburg Pincus, a global leader in private equity from September 2006 to April 2008. 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 serves on the boards of CVS Caremark Corporation, YUM! Brands, Inc., and the Georgia Tech Foundation. In the last five years, Mr. Dorman previously served on the boards of Scientific Atlanta and Phorm, Inc. Mr. Dorman received a B.S. degree in Industrial Management with high honors from the Georgia Institute of Technology.

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MICHAEL V. HAYDEN, Principal Occupation: Principal, Chertoff Group*Director since 2011; Age 65*

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 a M.A. degree in modern American History, both from Duquesne University. He is a graduate of the Air Force ROTC program.

VINCENT J. INTRIERI, Principal Occupation: Director of Icahn Enterprises G.P. Inc., the general partner of Icahn Enterprises L.P*Director since 2011; Age 54*

Mr. Intrieri has served as a director of Icahn Enterprises G.P. Inc., the general partner of Icahn Enterprises L.P., a diversified holding company engaged in a variety of businesses, including investment management, automotive, metals, real estate, railcar and home fashion since July 2006. Since November 2004, Mr. Intrieri has also served as a Senior Managing Director of Icahn Capital LP, the entity through which Carl C. Icahn manages third party private investment funds. Since January 2005, Mr. Intrieri has been Senior Managing Director of Icahn Associates Corp. and High River Limited Partnership, entities primarily engaged in the business of holding and investing in securities. From April 2005 through September 2008, Mr. Intrieri served as the President and Chief Executive Officer of Philip Services Corporation, a metal recycling and industrial services company. Since December 2007, Mr. Intrieri has been the Chairman of the Board and a director of PSC Metals, Inc., a metals recycling company. Since August 2005, Mr. Intrieri has served as a director of American Railcar Industries, Inc. (ARI), a company primarily engaged in manufacturing covered hopper and tank railcars. He also served as the Senior Vice President, Treasurer and Secretary of ARI from March 2005 to December 2005. Mr. Intrieri is the Chairman of the board of directors of Viskase Companies, Inc. and also serves as a director of WestPoint International, Inc., Federal-Mogul Corporation of National Energy Group and XO Holdings, Inc. In the past five years, Mr. Intrieri has served as a director of XO Communications, Inc., WCI Communities, Inc. and Lear Corporation. With respect to each company mentioned above, Carl C. Icahn, directly or indirectly, either (i) controls such company or (ii) has an interest in such company through the ownership of securities. Mr. Intrieri was a certified public accountant and received a B.S. in Accounting with distinction from The Pennsylvania State University.

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JUDY C. LEWENT, Principal Occupation: Retired; Formerly Executive Vice President & Chief Financial Officer, Merck & Co., Inc.*Director since 2011; Age 61*

Ms. Lewent joined Merck & Co., a pharmaceutical company, in 1980 and was 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 Dell Inc. and Thermo Fisher Scientific, Inc. She served on Motorola, Inc.'s board of directors from May 1995 to May 2010. She is a trustee of the Rockefeller Family Trust, is a life member of the Massachusetts Institute of Technology Corporation, and is 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.

SAMUEL C. SCOTT III, Principal Occupation: Retired; Formerly Chairman, President and Chief Executive Officer, Corn Products International*Director since 1993; Age 66*

Mr. Scott was 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, 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 71*

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 boards of Logility, Inc. and Russell Corp. 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 at the time of the Annual Meeting (an event which the Board does not now anticipate), 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, as evidenced by our recent appointments to our Board. 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 on the Company's compensation of our named executive officers for the past two years, before such a vote was required. We will again hold an advisory vote, as now required, to seek stockholder approval of our named executive officers' compensation. We are also recommending an annual advisory vote on this topic. We elect all of our directors annually and in 2006 adopted a majority voting standard for non-contested director elections. The same year, we eliminated our shareholder rights plan (commonly known as a poison pill). Recently, we provided holders of 20% or more of Motorola Solutions' Common Stock 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). Further, in January 2011, the Board adopted a new change in control plan which covers our named executive officers and other members of our senior executive team. 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*.

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, investment banking 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 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 CEO of Motorola Solutions and his significant global business experience within the telecommunications industry;

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

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

Mr. Intrieri's significant business and leadership experience as a director of various companies;

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 text books. 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.

The Board also believes that it is important to effective board governance and collaboration to have the CEO serve on the Board.

Which Directors Are Independent?

On February 15, 2011, 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 directors, Mr. Hambrecht, Mr. Meister, Mr. Meredith, Mr. Stengel, and Mr. Vinciguerra, and the current directors, Mr. Bratton, Mr. Dorman, Mr. Hayden, Mr. Intrieri, Ms. Lewent, Mr. Scott, Mr. Warner, and Dr. White, were independent during the periods in 2010 and 2011 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. 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 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,

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(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

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(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. A complete copy of the Motorola Solutions, Inc. Director Independence Guidelines is available on the Company's website at 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.

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 after the end of his employment Mr. Meredith's independence under the Motorola Solutions, Inc. 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 employee of the Company at the request of the Board while the Company conducted a search for a permanent chief financial officer.

All independent directors, other than Messrs. Meister, Intrieri and Warner, 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, Hayden, Meredith, Stengel and Vinciguerra 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,

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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 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 March 14, 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. 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 now 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

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Motorola 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 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. Rather, the distribution ratio (1-for-8) and reverse stock split ratio (1-for-7) was applied and then rounded down to the nearest whole share.

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. We will be responsible for settling the Motorola Solutions deferred stock units as well as 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.

BOARD OF DIRECTORS MATTERS

How Often Did the Board Meet in 2010?

The Board held 12 meetings during 2010. Overall attendance at Board and committee meetings was 96%. Each incumbent director attended 85% or more of the combined total meetings of the Board and the committees on which he or she served during 2010.

How Many Directors will Comprise the Board?

The Board is currently comprised of nine directors. Immediately following the Annual Meeting, the Board 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 2010?

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 2010, 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?

During 2010, and through the date of the Annual Meeting, the Board has been led by David Dorman, a non-executive, independent Chairman who has never been an employee of the Company. Mr. Dorman became the Company's first non-executive chairman in May 2008. At that time, 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.

The Board has the flexibility to make the determination whether the roles of Chairman and Chief Executive Officer should be separate or whether the same person should serve in both roles. The Board makes this determination based on what it believes is best to provide appropriate leadership for the Company at the time. Now that the Separation is complete, the Board has indicated an intent to combine the roles of Chairman and Chief Executive Officer and appoint Gregory Q. Brown to serve as both Chief Executive Officer and Chairman of the Board and Mr. Dorman to serve as Lead Independent Director. Mr. Brown's in-depth knowledge of the Motorola Solutions businesses and the issues, opportunities and challenges such businesses face, as well as his understanding of their day-to-day operations, make him well positioned to chair regular Board meetings.

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and to bring key business and stakeholder issues to the Board's attention. As Lead Independent Director, Mr. Dorman would be asked to chair executive sessions of the Board and act as a liaison between our Chairman and independent directors.

In the past, the Company has 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, and, 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 2010 Annual Meeting attended that meeting.

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 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, under the leadership of the Chairman or, if the roles of Chairman and Chief Executive Officer are combined, the Chairman and the Lead Independent Director, 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.

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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. In 2010, the Board also had a Finance Committee. Committee membership as of December 31, 2010 and the number of meetings of each committee during 2010 are described below:

	<i>Audit & Legal</i>	<i>Compensation & Leadership</i>	<i>Governance & Nominating</i>	<i>Finance</i>	<i>Executive</i>
Non-Employee Directors					
David W. Dorman			X	X	X
William R. Hambrecht		X	Chair		X
Keith A. Meister	X			X	
Thomas J. Meredith	X			X	
Samuel C. Scott III		Chair			X
James R. Stengel		X			
Anthony J. Vinciguerra	X				
Douglas A. Warner III			X	Chair	X
John A. White	Chair				X
Employee Directors					
Gregory Q. Brown					Co-Chair
Sanjay K. Jha					Co-Chair
Number of Meetings in 2010	11	13	7	6	0

The committee composition as of January 4, 2011, after the Separation, is described below:

	<i>Audit & Legal</i>	<i>Compensation & Leadership</i>	<i>Governance & Nominating</i>	<i>Executive</i>
Non-Employee Directors				
David W. Dorman		X	Chair	X
William J. Bratton		X		
Michael V. Hayden			X	
Vincent J. Intrieri	X			
Judy C. Lewent	X		X	
Samuel C. Scott III		Chair		X
Douglas A. Warner III	X			
John A. White	Chair			X
Employee Director				
Gregory Q. Brown				Chair

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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. 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.

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.

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; and

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.

What Were the Functions of the Finance Committee in 2010?

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.

In 2011, the Audit and Legal Committee assumed the functions of the Finance Committee listed above.

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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' executives and to evaluate the performance of Motorola Solutions' senior management. 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' executive officers. Since 2009, the committee has retained Compensation Advisory Partners, LLC (*Compensation Advisory Partners*) as its independent compensation consultant. During 2010, the Committee also engaged Deloitte Consulting LLP and Compensia on specific compensation matters.

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 Motorola Solutions executives relative to performance and

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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.

In January 2010 and November 2010, the Committee engaged Compensation Advisory Partners to independently review Motorola Solutions executive rewards program and the compensation of Motorola Solutions senior leadership team, including the named executive officers. Compensation Advisory Partners 2010 executive compensation reviews studied: (1) the relationship between Motorola Solutions actual 2009 and 2010 senior executive compensation levels and the Company's performance using available proxy data at that time, (2) the competitiveness of Motorola Solutions target executive pay program for 2009 and 2010 in light of Motorola Solutions executive compensation strategy and (3) the competitiveness of Motorola Solutions

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overall pay mix, long-term incentive (LTI) compensation mix, equity grants and LTI performance metrics compared to the market. The following compensation components were included in the competitive assessment: base salary; annual bonus (target annual bonus opportunity); total cash compensation (base salary plus target annual bonus opportunity); LTI (long-range incentive compensation target opportunity plus equity compensation) and total direct compensation (total cash compensation plus LTI).

Based on its independent review, Compensation Advisory Partners determined that Motorola Solutions' current executive compensation programs are fundamentally competitive and sound. The Compensation and Leadership Committee agreed with this conclusion that no substantive revisions to the compensation programs are required at this time.

The Compensation and Leadership Committee intends to engage its external independent consultant to complete an exhaustive 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 senior leadership team annually.

In 2010, the Compensation and Leadership Committee also engaged Compensia as its consultant on Motorola Mobility compensation matters and engaged Deloitte Consulting LLP (Deloitte Consulting) on Co-CEO employment agreement matters. See the *Independent Consultant Engagement* in the *Compensation Discussion and Analysis* for more information on consultant engagement.

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

Motorola Solutions' senior leadership team, 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, this committee's independent compensation consultant provides input on these recommendations from time to time. Upon Compensation and Leadership Committee approval, the senior leadership team is responsible for executing the objectives of approved compensation programs.

Each member of Motorola Solutions' senior leadership team is ultimately responsible for approving

all compensation actions for their respective organizations. When these compensation actions involve other Motorola Solutions executives, the involved senior leadership team 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 senior leadership team or officer subject to Section 16 of the Securities Exchange Act of 1934, as amended (a 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.

As discussed above, the Compensation and Leadership Committee directly engages an independent outside consulting firm to assist it in its review of the compensation for Motorola Solutions' senior leadership team. This consultant also participates in certain committee meetings.

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 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 meetings. The independent consultant is also available at such committee meetings where the CEO's compensation is being discussed.

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.

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

What Are the Director Stock Ownership Guidelines?

Our Board Governance Guidelines provide that, within five years of joining the Board, non-employee directors are expected to own Motorola Solutions Common Stock with a value equivalent to at least four times the annual retainer fee for directors. For the purposes of these guidelines, Motorola Solutions Common Stock includes deferred stock units.

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How Are the Directors Compensated?

During 2010, the annual retainer fee paid to each non-employee director was \$100,000. In addition: (1) the chair of the Audit and Legal Committee received an additional annual fee of \$20,000; (2) the chair of the Compensation and Leadership Committee received an additional annual fee of \$15,000; (3) the non-employee chairs of the other committees each received an additional annual fee of \$10,000; and (4) 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 receives an additional annual fee of \$280,000. 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.

A director may elect to receive all or a portion of his or her retainer and other fees in the form of deferred stock units.

Non-employee directors receive an annual grant of \$120,000 of deferred stock units in the second quarter of the fiscal year. On May 5, 2010, each non-employee director received a deferred stock unit award of 2,495 shares of Common Stock, as adjusted for the Reverse Stock Split. 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. The deferred stock units are paid to the director in shares of Common Stock upon termination of service from the Board.

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) divided by the closing price of the Common Stock on the day of election to the Board. On January 4, 2011, each of the new directors received a grant of deferred stock units equal to \$40,000.

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 2010, received no additional compensation for serving on the Board or its committees.

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The following table further summarizes compensation paid to the non-employee directors during 2010.

Director Compensation for 2010

<i>Name</i>	<i>Fees Earned or Paid in Cash(\$)⁽¹⁾</i>	<i>Stock Awards(\$) ⁽²⁾⁽³⁾⁽⁴⁾</i>	<i>Option Awards(\$)⁽³⁾</i>	<i>Change in Pension Value and Nonqualified Deferred Compensation Earnings(\$)</i>	<i>All Other Compensation(\$)⁽⁵⁾</i>	<i>Total(\$) ^(h)</i>
<i>(a)</i>	<i>(b)</i>	<i>(c)</i>	<i>(d)</i>	<i>(f)</i>	<i>(g)</i>	<i>(h)</i>
David W. Dorman	0	\$ 500,008	\$ 0	\$ 0	\$ 13,500 ⁽⁶⁾	\$ 513,508
William R. Hambrecht	0	227,506	0	0	0	227,506
Judy C. Lewent ⁽⁷⁾	55,000	0	0	0	0	55,000
Keith A. Meister	\$ 105,000	120,005	0	0	10,000 ⁽⁶⁾	235,005
Thomas J. Meredith	105,000	120,005	0	0	0	225,005
Samuel C. Scott III	115,000	120,005	0	0	0	235,005
James R. Stengel	100,000	120,005	0	0	0	220,005
Anthony J. Vinciguerra	68,250	156,756	0	0	0	225,006
Douglas A. Warner III	110,000	120,005	0	0	10,000 ⁽⁶⁾	240,005
John A. White	72,000	168,000	0	296 ⁽⁸⁾	37,225 ⁽⁶⁾	277,521

- (1) Directors may elect to receive a portion of their retainer or other fees in the form of deferred stock units (DSUs). 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. Dorman, Hambrecht, Vinciguerra and White deferred \$380,000, \$107,500, \$36,750 and \$48,000, respectively, of their retainer fees. These deferred amounts are reported in column (c).
- (2) Certain directors have elected to receive DSUs for a portion of their retainer or other fees. In addition, all non-employee directors received an annual grant of DSUs on May 5, 2010. 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, as adjusted for the Reverse Stock Split, and the fair value on each date of grant are as follows:

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	<i>March 31 Deferred</i>	<i>May 5 Annual Grant of Deferred Stock Units</i>	<i>June 30 Deferred Stock Units</i>	<i>September 3 Deferred Stock Units</i>	<i>December 31 Deferred Stock Units</i>
Directors					
David W. Dorman	1,933	2,495	2,081	1,591	1,496
Fair value	\$ 95,002	\$ 120,005	\$ 95,003	\$ 94,999	\$ 94,999
William R. Hambrecht	508	2,495	602	460	433
Fair value	\$ 24,998	\$ 120,005	\$ 27,501	\$ 27,501	\$ 27,500
Keith A. Meister		2,495			
Fair value		\$ 120,005			
Thomas J. Meredith		2,495			
Fair value		\$ 120,005			
Samuel C. Scott III		2,495			
Fair value		\$ 120,005			
James R. Stengel		2,495			
Fair Value		\$ 120,005			
Anthony J. Vinciguerra	187	2,495	201	153	144
Fair Value	\$ 9,189	\$ 120,005	\$ 9,187	\$ 9,187	\$ 9,188
Douglas A. Warner III		2,495			
Fair Value		\$ 120,005			
John A. White	244	2,495	262	201	189
Fair Value	\$ 11,997	\$ 120,005	\$ 11,997	\$ 12,002	\$ 12,000

Former DirectorJudy Lewent⁽⁷⁾

- (3) As of December 31, 2010, adjusted for the Separation and the Reverse Stock Split, the aggregate stock and option awards outstanding for the directors were as follows below. For each director, the options to purchase Company stock listed below were exercisable at year end, except Mr. Meredith had 122,617 options outstanding of which 98,940 were exercisable at year end. The unexercisable options at year end were granted while Mr. Meredith was serving as the Company's Acting Chief Financial Officer.

<i>Director</i>	<i>Options</i>	<i>Deferred Stock Units</i>	<i>Restricted Stock/RSUs</i>
David W. Dorman	0	22,069	0
William R. Hambrecht	0	13,038	0
Keith A. Meister	0	7,113	0
Thomas J. Meredith ^(a)	122,617	7,820	16,889
Samuel C. Scott III	19,535	9,807	1,739
James R. Stengel ^(a)	3,571	8,830	0
Anthony J. Vinciguerra	0	9,627	0
Douglas A. Warner III	15,544	9,684	606
John A. White	7,562	15,532	77

Former Director

Judy C. Lewent 19,535 0 0

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- (a) The options granted to Mr. Meredith and Mr. Stengel, as well as the restricted stock units (RSUs) of Mr. Meredith, were substituted for options and RSUs of Motorola Mobility at the Separation. Neither Mr. Meredith nor Mr. Stengel holds any options or RSUs of Motorola Solutions after January 4, 2011.

- (4) Certain de minimis amounts (less than \$50) were paid in cash in lieu of fractional shares.

- (5) 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.

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- (6) The amount in this column consists of a previously elected distribution of \$27,225 pursuant to the Motorola Solutions Management Deferred Compensation Program of 2005 and amounts representing matching gift contributions made by the Motorola Solutions Foundation at the request of the director to charitable institutions in the name of the respective director pursuant to the Company's charitable matching gift program that is available to all U.S. employees and directors.
- (7) Although Ms. Lewent rejoined the Board on January 4, 2011, during 2010 she is considered a former director as she did not stand for re-election at the 2010 Annual Meeting.
- (8) The amount in this column consists of \$296 in earnings under the Motorola Solutions Management Deferred Compensation Plan that were in excess of the threshold for above-market earnings. Pursuant to SEC rules, all earnings in 2010 in excess of 4.16% (120% of the applicable federal long-term rate) have been deemed above market earnings. 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.

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Director Retirement Plan and Insurance Coverage

In 1996, the Board terminated its retirement plan and no current non-employee directors are entitled to receive retirement benefits. In 1998, Ms. Lewent, 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. Upon Ms. Lewent's departure from the Board in May 2010, the restrictions on her shares of Common Stock lapsed.

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, 2010 was \$2,400.

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 Motorola Solutions and its subsidiaries (collectively, the Company) and Related Persons (as defined below). This Policy supplements the Company's 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 the Company's directors, director nominees and executive officers since the beginning of the Company's last fiscal year, beneficial owners of 5% or more of any class of the Company's voting securities (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. 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 2010.

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.

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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

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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 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. During 2010 and 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, a security holder 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. The Governance and Nominating Committee has full discretion in considering its nominations to the Board.

PROPOSAL NO. 2**ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION**

In accordance with Section 14A of the Securities Exchange Act of 1934, as amended (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 as disclosed in this proxy statement. We were at the forefront of providing our stockholders with an opportunity to vote on executive compensation, when in 2008 the Board of Directors adopted a Board Governance Guideline to annually provide stockholders with the opportunity to approve

the Company's executive compensation policies and procedures. Because the stockholder vote is advisory, it will not be binding upon the Board. However, the Compensation and Leadership Committee has taken, and will continue to 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 2010 executive compensation policies and programs. See *Compensation Discussion and Analysis* and *Named Executive Officer Compensation* for more information.

As discussed in the *Compensation Discussion and Analysis*, the delay in the timing of the Separation from 2009 to the first quarter of 2011 had a significant influence on pay decisions for Mr. Brown and Dr. Jha. Each Co-CEO's employment agreement required amendment to mitigate the risks resulting from further Separation delays and to incentivize the Co-CEOs to execute the Separation based on the new timeline. Mr. Brown's agreement was amended to extend the date on which he had the right to terminate his employment for Good Reason (as defined therein) from January 1, 2011 to September 1, 2011. Dr. Jha's agreement was amended to extend the date on which he had the right to terminate for Good Reason (as defined therein) from October 31, 2010 to June 30, 2011. We also modified the equity awards the Co-CEOs were entitled to receive upon consummation of the Separation and the contingent cash payment Dr. Jha would have received if the Separation was not consummated. If these employment agreements had not been amended, each Co-CEO would have had the right to terminate their agreement for Good Reason and would have received severance, and in the case of Dr. Jha, a significant cash payment. As an inducement to extend the dates by which each Co-CEO could terminate for Good Reason, we modified the equity awards the Co-CEOs were entitled to receive upon consummation of the Separation, as discussed in *Named Executive Officer Compensation Employment Contracts*.

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The anticipated completion of the Separation also provided the Compensation and Leadership Committee, its independent consultant and management with an opportunity to review our ongoing compensation and benefit programs in light of our new business strategy and to address certain factors that we believe led to a negative advisory vote on pay in the Company's 2010 proxy. As a result of

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this review, we took the following actions in 2010 and early 2011:

During 2010, we continued our 2009 moratorium on pay increases in most countries, and both Mr. Brown and Dr. Jha continued the 25% reduction in base salary they voluntarily initiated in 2009. Based on our improved 2010 financial performance, we reinstated Mr. Brown's salary to its pre-2009 level in January 2011, and we intend to provide merit increases in 2011 in most countries.

In connection with the Separation, we terminated the 2009-2011 and 2010-2012 performance cycles of the Motorola, Inc. Long Range Incentive Plan (the "LRIP") and determined a pro rata payout based on actual performance through the Separation date under each LRIP cycle, which will be paid in 2012 and 2013, respectively. The forfeited portion of these LRIP payouts (due to the proration) was taken into account in determining these executives' 2011 equity grants. See *2011 Leadership Grant* section of the *Compensation Discussion and Analysis* for more information on 2011 equity grants.

In early 2011, following the Separation, we instituted a new Senior Executive Change in Control ("CIC") Plan, which included:

limiting plan eligibility to Senior Vice Presidents and Executive Vice Presidents;

eliminating excise tax gross ups for any payment deemed to be a parachute payment;

reducing the severance multiple from three times to two times eligible pay, in addition to reducing continuation of medical benefits coverage from three years to two years;

changing the definition of base salary for severance calculations from the highest annual salary during the last three years to current base salary;

changing the definition of bonus for severance calculations from highest bonus received in the last five years to target annual bonus; and

reducing the notification period for making future plan changes from three years to one year.

The changes take effect for current senior officers as soon as the notification period required by the legacy plan expires on February 1, 2014 and began for all new executives on February 1, 2011.

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In early 2011, following the Separation, we provided a leadership equity grant to a select group of key Motorola Solutions executives, including Messrs. Brown, Fitzpatrick and Delaney, to drive engagement of our senior leadership team and provide them with a meaningful stake in the continued success of the Company.

In early 2011, following the Separation, we expanded our stock ownership requirements to include Corporate Vice Presidents, who now must hold stock with a value equal to one times salary. We also implemented consequences for failure to meet the applicable stock ownership requirement within a five-year time period: each executive is required to hold any shares acquired (net of tax withholding) on the exercise of stock options or the vesting of restricted stock units until compliance with the applicable ownership requirement is attained.

In late 2010 and early 2011, we modified our comparator group to include companies that are more reflective of Motorola Solutions industry and company size.

As discussed above, we have taken a number of steps to address issues raised by our stockholders in 2010. We believe that many of the issues that led to a negative advisory vote on executive compensation in 2010 were the result of one-time actions that the Compensation and Leadership Committee and Board felt were necessary to position the Company for successful execution of the Separation. Further, after Separation, all obligations regarding the compensation of Dr. Jha and Mr. Moloney became obligations of Motorola Mobility, and Motorola Solutions has no ongoing compensation obligation to either of these named executive officers.

We have historically maintained several practices that represent strong corporate governance, including:

- an executive pay mix that is heavily weighted in favor of at risk pay, creating a strong link to driving stock price performance in a responsible manner without creating undue risk for the Company;

- a double trigger feature in our CIC Plan, that requires that an executive be separated from service in conjunction with a change in control

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event before receiving any payouts made in connection with a change in control;

a modified double trigger in our 2006 Omnibus Incentive Plan that 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;

a clawback policy that provides for recoupment of incentive payments that are overstated as a result of the restatement of our financial earnings;

an anti-hedging policy that 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;

a Compensation and Leadership Committee consisting entirely of independent directors, in addition to requiring all directors to stand for annual election by stockholders;

an independent compensation consultant who reports directly to the Compensation and Leadership Committee and provides no other services to the Company; and

an annual risk assessment of the Company's pay practices that is reviewed with the Compensation and Leadership Committee. 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 and address certain factors that led to a negative advisory vote on executive compensation in 2010. We will continue to evaluate our programs on an ongoing basis and make changes, as appropriate, to ensure consistency with our compensation philosophy, guiding principles and business strategy.

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 2010 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 EXECUTIVE COMPENSATION.

PROPOSAL NO. 3

ADVISORY VOTE ON THE FREQUENCY OF ADVISORY VOTES TO APPROVE EXECUTIVE COMPENSATION

As part of the Board's commitment to excellence in corporate governance, and as required by the Section 14A of the Exchange Act, the Board is providing the Company's stockholders with an opportunity to provide an advisory vote to determine whether the stockholder advisory vote on executive compensation should occur every one, two or three years.

In accordance with our Board Governance Guidelines, the Board recommends that the advisory vote on executive compensation be presented to stockholders on an annual basis. This frequency is consistent with the practice we adopted in 2008 to annually provide stockholders the opportunity to vote on our pay practices. Further, we believe an annual advisory vote on executive compensation will allow us to obtain information on stockholders' views of the compensation of our named executive officers on a more consistent basis, and will provide our Board and Compensation and Leadership Committee with frequent input from stockholders on our compensation programs. Because your vote is advisory, it will not be binding upon the Board.

RECOMMENDATION OF THE BOARD

THE BOARD OF DIRECTORS RECOMMENDS STOCKHOLDERS VOTE TO HOLD THE ADVISORY VOTE ON THE COMPANY'S EXECUTIVE COMPENSATION ON AN ANNUAL BASIS. UNLESS OTHERWISE INDICATED ON YOUR PROXY, YOUR SHARES WILL BE VOTED FOR A VOTE EVERY ONE YEAR.

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PROPOSAL NO. 4**REAPPROVAL OF MATERIAL TERMS FOR PERFORMANCE-BASED AWARDS UNDER THE MOTOROLA SOLUTIONS OMNIBUS INCENTIVE PLAN OF 2006**

We are asking our stockholders to reapprove the material terms for performance-based awards under the Motorola Solutions Omnibus Incentive Plan of 2006, as amended (the 2006 Plan), in accordance with Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code). At the 2006 Annual Meeting of Stockholders, the stockholders approved the 2006 Plan, which provides incentive award opportunities to our officers, other employees and non-employee directors. We are not amending or altering the 2006 Plan in any way.

Section 162(m) of the Code limits the deductibility for federal income tax purposes of compensation in excess of \$1 million per year for the chief executive officer and the three other highest compensated officers (other than the chief financial officer) (collectively, the covered employees), unless such compensation qualifies as performance-based compensation under the Code. To qualify as performance-based compensation various requirements must be satisfied, including:

the compensation must be paid based upon the attainment of objective performance goals established by a committee of independent board members; and

stockholders must reapprove the material terms for the performance-based awards every five years when, as with certain performance-based awards under the 2006 Plan, the Compensation and Leadership Committee has the ability to change targets of performance goals from year to year.

The Compensation and Leadership Committee, which is comprised of independent directors, administers the 2006 Plan and is responsible for selecting the 2006 Plan's participants, establishing the performance goals, certifying the results of the performance goals and approving payouts under the 2006 Plan. The goals established by the Compensation and Leadership Committee must be based upon performance criteria approved by stockholders.

The 2006 Plan provides for the grant of stock options, stock appreciation rights, restricted stock and restricted stock units, deferred stock units, performance shares, performance cash awards, annual

management incentive awards and other stock or cash awards. Performance shares entitle the participant to a payment in the form of shares of common stock upon the attainment of performance goals within a specified performance period of not less than 12 months and other terms and conditions specified by the Compensation and Leadership Committee. The Compensation and Leadership Committee may, in its discretion, make a cash payment equal to the fair market value of shares of common stock otherwise required to be issued to a participant pursuant to a performance share award. In addition, the vesting of restricted stock awards or restricted stock unit awards granted under the 2006 Plan may, in the discretion of the Compensation and Leadership Committee, be subject to the satisfaction of performance criteria.

Performance Goals

For purposes of Section 162(m), the material terms of the performance-based awards include (i) the participants eligible to receive compensation under the 2006 Plan, (ii) the maximum award that can be paid under the performance goal, and (iii) a description of the performance criteria on which the performance goal is based. Each of these aspects of the 2006 Plan is discussed below.

Eligible Participants. Participants may consist of all employees of the Company and its Subsidiaries (approximately 18,700 employees have outstanding equity) and all non-employee directors of the Company (eight persons currently participate); provided, however, the following individuals shall be excluded from participation in the 2006 Plan (i) contract labor regardless of length of service, (ii) employees whose base

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salary is not processed for payment by a payroll department of the Company or any Subsidiary, and (iii) any individual performing services under an independent contractor or consultant agreement, a purchase order, a supplier agreement or any other agreement that the Company enters into for service. Any corporation or other entity in which a 50% or greater interest is at the time directly or indirectly owned by the Company and which it consolidates for financial reporting purposes shall be a Subsidiary for purposes of the 2006 Plan.

Award Limits. Under the 2006 Plan, no participant may receive in any calendar year (i) stock options relating to more than 714,267 shares, (ii) stock appreciation rights relating to more than 714,267 shares, (iii) restricted stock or restricted stock units relating to more than 357,133 shares, (iv) performance shares relating to more than 357,133 shares,

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(v) performance cash awards in excess of \$10,000,000 or (vi) deferred stock units relating to more than 11,904 shares. No non-employee director may receive in any calendar year stock options relating to more than 11,904 shares or restricted stock units or deferred stock units relating to more than 11,904 shares but excluding any stock options, restricted stock units or deferred stock units a non-employee director elects to receive at fair market value in lieu of such non-employee director's cash compensation.

Performance Criteria. Awards of restricted stock, restricted stock units, performance shares, performance cash awards and other incentives under the 2006 Plan to a covered employee may be made subject to the attainment of performance goals relating to one or more of the following business criteria within the meaning of Section 162(m) of the Code: cash flow; cost; ratio of debt to debt plus equity; profit before tax; economic profit; earnings before interest and taxes; earnings before interest, taxes, depreciation and amortization; earnings per share; operating earnings; economic value added; ratio of operating earnings to capital spending; free cash flow; net profit; net sales; sales growth; price of the Company's Common Stock; return on net assets, equity or stockholders' equity; market share; or total return to stockholders (Performance Criteria). Any Performance Criteria may be used to measure the performance of the Company as a whole or any business unit of the Company and may be measured relative to a peer group or index. Performance Criteria shall be calculated in accordance with the Company's financial statements (including, without limitation, the Company's consolidated earnings before income taxes as defined in section 12 of the 2006 Plan), generally accepted accounting principles or under an objective methodology established by the Compensation and Leadership Committee prior to the issuance of an award which is consistently applied. However, the Compensation and Leadership Committee may not in any event increase the amount of compensation payable to a covered employee upon the attainment of a performance goal.

General

If the stockholders approve the proposal, performance-based awards made under the 2006 Plan to the covered employees will, assuming other conditions are met, be eligible for treatment as performance-based compensation within the meaning of Section 162(m) of the Code and will be tax deductible to us. If the stockholders do not approve the

proposal, the Compensation and Leadership Committee will review our executive compensation program and the granting of performance-based awards in light of such vote and the principles described in the section entitled *Compensation Discussion and Analysis*.

The foregoing description addresses limited aspects of the 2006 Plan, primarily the material terms of the performance-based awards, including the list of permissible business criteria for performance objectives, that may apply to a grant of qualified performance awards. This description is qualified in its entirety by the full text of the 2006 Plan, which is attached as [Appendix A](#) to this Proxy Statement.

Plan Benefits

As discussed above, any performance-based awards granted under the 2006 Plan are subject to performance objectives established by the Compensation and Leadership Committee and are, therefore, not determinable. The benefits paid to our named executive officers under the 2006 Plan for the most recent three years are disclosed under the columns "Stock Awards," "Options Awards" and "Non-Equity Incentive Compensation" in the section entitled *Summary Compensation Table* on page 60.

RECOMMENDATION OF THE BOARD

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR REAPPROVAL OF THE MATERIAL TERMS FOR PERFORMANCE-BASED AWARDS UNDER THE MOTOROLA SOLUTIONS OMNIBUS INCENTIVE PLAN OF 2006.

PROPOSAL NO. 5

RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011

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, 2011. Services provided to the Company and its subsidiaries by KPMG LLP (KPMG) in fiscal years 2009 and 2010 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

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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 2011. UNLESS OTHERWISE INDICATED ON YOUR PROXY, YOUR SHARES WILL BE VOTED FOR THE RATIFICATION OF KPMG LLP.

PROPOSAL NO. 6**STOCKHOLDER PROPOSAL RE: SHAREHOLDER RESOLUTION ON HUMAN RIGHTS POLICY**

The Company has been advised that the Presbyterian Church (U.S.A.), the beneficial owner of 750 shares (107 shares following the Reverse Stock Split) intends to submit the following proposal for consideration at the 2011 Annual Meeting. The following proposal has also been co-filed by The Domestic and Foreign Missionary Society of the Protestant Episcopal Church, Sisters of Charity of the Incarnate Word, Houston, TX, Mount St. Scholastica Benedictine Sisters, The Marianists, United Church Foundation, Catholic Health East and Sisters of Charity of the Incarnate Word, San Antonio, TX. Please note, all references to Motorola were made by the shareholder prior to the name change of Motorola, Inc. to Motorola Solutions, Inc. We have not modified the language of the stockholder's proposal.

2010 Motorola Solutions Shareholder Resolution on Human Rights Policy

Whereas, Motorola, as a global corporation, faces increasingly complex problems as the international social, and cultural context within which Motorola operates changes.

Companies are faced with ethical and legal challenges arising from diverse cultures and political and economic contexts. Today, management must address issues that include human rights, workers' right to organize and bargain collectively, non-discrimination in the workplace, protection of the environment and sustainable community development. Motorola does business in countries with human rights challenges including China, Malaysia, Russia, and Israel and the occupied Palestinian territories.

Several international conventions, declarations and treaties set forth internationally recognized standards designed to protect human rights—civil, political, social environmental, cultural and economic—that should be reflected in Motorola's policies. These include the Universal Declaration of Human Rights, the Fourth Geneva Convention, the Hague Conventions, International Covenant on Civil and Political Rights, the core labor

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standards of the International Labor Organization, and the International Covenant of Economic, Cultural and Social Rights. We believe that these documents will help inform Motorola's revision of its human rights policy. Also, United Nations resolutions and reports of special rapporteurs on countries where Motorola does business, and Norms on the Responsibilities of Transnational Corporations and Other Business Enterprises with Regard to Human Rights, adopted by the United Nations Sub-Commission on the Promotion and Protection of Human Rights in August 2003 are helpful, as are the comprehensive human rights policies developed for global companies found in Principles for Global Corporate Responsibility: Bench Marks for Measuring Business Performance, developed by an international group of religious investors.

As companies formulate comprehensive policies, we believe significant commercial advantages may accrue through enhanced corporate reputation, improved employee recruitment and retention, improved community and stakeholder relations and reduced risk of adverse publicity, consumer boycotts, divestment campaigns and lawsuits.

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RESOLVED, shareholders request the Board to amend, where applicable, within ten months of the 2010 Annual Meeting, Motorola's policies related to human rights that guide its international and U.S. operations to conform more fully with international human rights and humanitarian standards.

Supporting Statement

We believe Motorola's current human rights policies are limited in scope, and provide little or no guidance for determining business relationships where our products or services could entangle the company in human rights violations. Although we are not recommending any specific provision of the above-named documents be included in the revised policy, we believe that our company's policies should reflect a more comprehensive understanding of human rights.

Motorola should be able to assure shareholders that employees are treated fairly and with dignity wherever they work in the global economy. Going beyond internal practices, however, Motorola should be able to provide similar assurance that its products and services are not used in human rights violations. One element of ensuring compliance is utilization of independent monitors composed of respected local human rights, religious and non-governmental organizations that know local culture and conditions. We believe the adoption of a more comprehensive human rights policy, coupled with implementation, enforcement and independent monitoring, will assure shareholders of Motorola's global leadership.

RECOMMENDATION OF THE BOARD

THE BOARD OF DIRECTORS RECOMMENDS A VOTE AGAINST ADOPTION OF THIS SHAREHOLDER PROPOSAL FOR THE REASONS SET FORTH BELOW. UNLESS OTHERWISE INDICATED ON YOUR PROXY, YOUR SHARES WILL BE VOTED AGAINST THE ADOPTION OF THIS PROPOSAL.

BOARD OF DIRECTORS STATEMENT IN OPPOSITION

The Company agrees with the principles on which this proposal is based and already addresses the concerns it raises, making this proposal unnecessary. In fact, the Company already has in place a comprehensive set of policies and procedures that address human rights, which are designed to ensure that its operations worldwide are conducted using the highest standards of integrity and ethical business conduct applied uniformly and consistently.

The Company's policies include: the Motorola Solutions Code of Business Conduct, the Motorola Solutions Human Rights Policy, the Motorola Solutions Supplier Code of Conduct, and the Motorola Solutions Environment, Health & Safety Policy. These specific policies are based upon internationally recognized human rights standards, such as the Universal Declaration of Human Rights, the core labor standards of the International Labour Organization, the United Nations Global Compact, Social Accountability 8000 (SA 8000) standard, and the Organization for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises, to name a few.

The Company's policies reflect a comprehensive understanding of human rights and support the following important areas:

Compliance

Anti-corruption

No unfair business practices

Anti-discrimination

No forced labor

No child labor

No harsh or inhumane treatment

Freedom of association and collective bargaining

Fair working hours and wages

Safe and healthy working conditions

Environmental sustainability

As part of the Company's management practices, we periodically perform thorough reviews of the aforementioned policies and update them to keep them in alignment with internationally recognized human rights standards. Such a review was undertaken in 2008 and was informed by the international conventions, declarations and treaties cited in this proposal. Updates to certain policies were made in 2009 and 2010 and the amended policies have been posted to our website

The Board of Directors believes that the Company's policies effectively articulate our long-standing support for, and continued commitment to, human rights, rendering the proposal duplicative and unnecessary. For these reasons and the others stated above, the Board of Directors recommends that you vote *AGAINST* the adoption of this shareholder-submitted proposal.

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EQUITY COMPENSATION PLAN INFORMATION

The following table summarizes the Company's equity compensation plan information as of December 31, 2010. The number of shares and the weighted-average exercise prices in the table and footnotes below have been adjusted to reflect the Company's Reverse Stock Split effected on January 4, 2011. However, the share and weighted average exercise prices have not been adjusted to reflect Separation.

<i>Plan Category</i>	<i>Number of securities to be issued upon exercise of outstanding options and rights (a)</i>	<i>Weighted-average exercise price of outstanding options and rights (b)⁽¹⁾</i>	<i>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)</i>
Equity compensation plans approved by Motorola Solutions stockholders	26,943,306 ⁽²⁾⁽³⁾⁽⁴⁾	\$ 82.60	14,787,904 ⁽⁵⁾
Equity compensation plans not approved by Motorola Solutions stockholders ⁽⁶⁾	2,126,571 ⁽⁷⁾	\$ 69.44	0
Total	29,069,877	\$ 81.20	14,787,904

(1) The weighted-average exercise price does not include outstanding restricted or deferred stock units.

(2) This includes shares subject to outstanding options granted under the 2006 Plan and prior stock incentive plans no longer in effect for new grants.

(3) This also includes an aggregate of 9,456,165 restricted or deferred stock units that have been granted or accrued pursuant to dividend equivalent rights under the 2006 Plan and prior stock incentive plans which are no longer in effect for new grants. Each restricted or deferred stock unit is intended to be the economic equivalent of one share of Common Stock.

(4) This does not include 103,968 outstanding stock appreciation rights (SARs) of which 80,580 were granted under the 2006 Plan (2006 Plan SARs) and 23,388 were granted under prior stock incentive plans that are no longer in effect for new grants (Prior SARs). These SARs enable the recipient to receive, for each SAR granted, a settlement amount equal to the excess of the fair market value of one share of Common Stock on the date the SAR is exercised over the fair market value of one share of Common Stock on the date the SAR was granted. The settlement amount for the Prior SARs may only be paid in cash. No security is issued upon the exercise of these Prior SARs. The settlement amount of the 2006 Plan SARs is payable in shares of Common Stock. Because the grant price of all 2006 Plan SARs is greater than the closing price of a share of Common Stock on December 31, 2010, these 2006 Plan SARs are not included in the above table.

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- (5) Of these shares: (i) 8,168,544 shares remain available for future issuance under the Company's employee stock purchase plan, the Motorola Employee Stock Purchase Plan of 1999, as amended; and (ii) an aggregate of 6,619,360 shares remain available for future issuance under the 2006 Plan. In addition to stock options, other equity benefits which may be granted under the 2006 Plan are SARs, restricted stock, restricted stock units, deferred stock units, performance shares and other stock awards. In addition, at the discretion of the Compensation and Leadership Committee, shares of Common Stock may be issued under the 2006 Plan in payment of awards under the Company's long-range incentive plans.
- (6) The Company's non-stockholder approved plans are: (i) the Motorola Compensation/Acquisition Plan of 2000 (the C/A Plan), under which no further grants may be made, and (ii) the inducement exception plan pursuant to NYSE rules for awards granted to Dr. Jha pursuant to his employment agreement (Jha Inducement Exception Awards), under which no further grants may be made. Since its inception, the major purposes of the C/A Plan were to grant awards: (i) to persons newly hired by the Company, and (ii) in connection with the acquisition of businesses. Otherwise, grants were generally made by the Company under the Company's stockholder approved incentive plans. Awards could not be made under the C/A Plan to directors or executive officers of the Company. The C/A Plan and the Jha Inducement Exception Awards are more fully described below.
- (7) This includes 103,211 restricted stock units granted to Dr. Jha as a Jha Inducement Exception Award. Each restricted stock unit is intended to be the economic equivalent of one share of Common Stock.

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Compensation/Acquisition Plan of 2000

The Motorola Compensation/Acquisition Plan of 2000 (the C/A Plan) was initially adopted on November 7, 2000 by the Board of Directors. Upon the adoption of the 2006 Plan, no further grants may be made under the C/A Plan. The C/A Plan provided that awards could be granted to employees of the Company and its subsidiaries who were not executive officers or directors of the Company, in connection with its recruiting and retention efforts. From its inception, the major purposes of the C/A Plan were to grant awards: (i) to persons newly hired by the Company, and (ii) in connection with the acquisition of businesses. The C/A Plan permitted the granting of stock options, stock appreciation rights, restricted stock and restricted stock units, performance stock, performance units and other stock awards.

Awards included options to acquire shares of Common Stock, shares of restricted Common Stock and restricted stock units. Each option granted has an exercise price of 100% of the market value of the Common Stock on the date of grant. Generally, options under the C/A Plan expire 10 years from the date of grant and vest and become exercisable at 25% increments over four years. Awards of restricted stock or restricted stock units consist of shares or rights to shares of Common Stock. The restrictions on individual grants vary, but are designed so that the awards are subject to substantial risk of forfeiture by the employee.

Upon the occurrence of a change in control, each stock option under the C/A Plan that is outstanding on the date on which the change in control occurs will immediately become exercisable in full. In addition, the restrictions on all shares of restricted stock or restricted stock units outstanding on the date on which the change in control occurs will be automatically terminated.

No awards of restricted stock or restricted stock units are currently outstanding under the C/A Plan.

Jha Inducement Exception Awards

The Jha Inducement Exception Awards were made pursuant to the inducement award exception under the New York Stock Exchange rules to induce an executive officer to join the Company. These awards were granted to Dr. Jha pursuant to his employment agreement and were made in order to attract and retain an executive of his unique caliber and experience. In light of the desire to grant Dr. Jha a significant amount of make-whole and inducement equity awards, the plan limits of the Motorola Solutions Omnibus Incentive Plan of 2006 were exceeded and the remaining amounts were granted under the Jha Inducement Exception Awards, consisting of: (i) restricted stock units corresponding to 309,631 shares of Common Stock, and (ii) options to purchase 1,942,126 shares of Common Stock. Each of the outstanding stock options (vested and unvested) and unvested RSUs were assumed by Motorola Mobility on January 4, 2011 in connection with the Separation, and Dr. Jha no longer holds any option or restricted stock unit awards of Motorola Solutions. The share amounts described above have been adjusted to reflect the Reverse Stock Split only.

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OWNERSHIP OF SECURITIES**Security Ownership of Management and Directors**

The following table sets forth information as of February 28, 2011 (except where otherwise noted), regarding the beneficial ownership of shares of Common Stock by each director and nominee for director of the Company, by the persons named in the Summary Compensation Table, and by all current directors, nominees and Section 16 officers of the Company as a group. Each director, nominee and named executive officer owns less than 1% of the outstanding Common Stock based on 337,317,122 shares of Common Stock outstanding on February 28, 2011. All current directors, nominees and current executive officers as a group own less than 1% of the outstanding Common Stock. Ownership reported reflects adjustments made on January 4, 2011 due to the Separation and Reverse Stock Split.

<i>Name</i>	<i>Shares Owned⁽¹⁾</i>	<i>Shares Under Exercisable Options⁽²⁾</i>	<i>Stock Units⁽³⁾</i>	<i>Total Shares Beneficially Owned⁽⁴⁾⁽⁵⁾</i>
Gregory Q. Brown	201,648	893,737	41,665	1,769,202 ⁽⁶⁾
Sanjay K. Jha*	303,730	0	0	303,730 ⁽⁷⁾
Edward J. Fitzpatrick	7,290	48,325	0	153,054 ⁽⁸⁾
Eugene A. Delaney	20,843	300,728	0	452,274 ⁽⁹⁾
Daniel M. Moloney*	18,594	0	0	20,017 ⁽¹⁰⁾
A. Peter Lawson ⁽¹¹⁾	18,436	322,959	0	343,509
William J. Bratton	0	0	1,006	1,006
David W. Dorman	0	0	22,069	22,069
Michael V. Hayden	0	0	1,006	1,006
Vincent J. Intrieri	0	0	1,006	1,006
Judy C. Lewent	13,137	19,535	1,006	33,678
Samuel C. Scott	4,902	19,535	9,807	34,244 ⁽¹²⁾
Douglas A. Warner III	3,509	15,544	9,684	28,737 ⁽¹³⁾
John A. White	6,324	7,562	15,532	29,418 ⁽¹⁴⁾
All current directors, nominees and current executive officers as a group (20 persons)	295,711	1,450,568	102,781	3,047,571 ⁽¹⁵⁾

* Dr. Jha and Mr. Moloney's Shares Owned are as of January 3, 2011, the date on which each ceased to be an executive officer.

- (1) Includes shares over which the person currently holds or shares voting and/or investment power but excludes interests, if any, in shares held in the Motorola Solutions Stock Fund of the Company's 401(k) Plan and the shares listed under Shares Under Exercisable Options and Stock Units.
- (2) Includes shares under options exercisable on February 28, 2011 and options which become exercisable within 60 days thereafter. Also includes unvested shares under market-based options that only vest if the market price of the Common Stock reaches defined levels.
- (3) Includes stock units which are deemed to be beneficially owned on February 28, 2011 or within 60 days thereafter. Stock units are not deemed beneficially owned until the restrictions on the units have lapsed. Each stock unit is intended to be the economic equivalent of a share of Common Stock.

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- (4) Unless otherwise indicated, each person has sole voting and investment power over the shares reported.

- (5) Includes interests, if any, in shares held in the Motorola Solutions Stock Fund of the Company's 401(k) Plan, which is subject to certain investment restrictions, the shares listed under "Shares Under Exercisable Options" and units listed under "Stock Units."

- (6) Mr. Brown's holdings under "Total Shares Beneficially Owned" include: 524,322 stock units that are subject to restrictions and 107,830 unvested market-based options granted on January 31, 2008 that only vest if the market price of the Common Stock reaches defined levels as discussed in the footnotes to the *Outstanding Equity Awards at 2010 Fiscal Year End* table. The stock units are excluded from the computations of percentages of shares owned because the restrictions lapse more than 60 days after February 28, 2011.

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- (7) As of the Separation, all options and restricted stock units previously granted to Dr. Jha were substituted with options and restricted stock units of Motorola Mobility.

- (8) Mr. Fitzpatrick's holdings under "Total Shares Beneficially Owned" include 97,383 stock units that are subject to restrictions. These units are excluded from the computations of percentages of shares owned because the restrictions lapse more than 60 days after February 28, 2011.

- (9) Mr. Delaney's holdings under "Total Shares Beneficially Owned" include 129,899 stock units that are subject to restrictions. These units are excluded from the computations of percentages of shares owned because the restrictions lapse more than 60 days after February 28, 2011.

- (10) As of the Separation, all options and restricted stock units previously granted to Mr. Moloney were substituted with options and restricted stock units of Motorola Mobility.

- (11) Mr. Lawson left the Company on January 7, 2011. Upon his departure, 4,962 restricted stock units vested and are included in "Shares Owned," 44,726 unvested restricted stock units were forfeited, and 116,215 unvested options were forfeited.

- (12) Mr. Scott does not have investment power over 1,739 of these shares.

- (13) Mr. Warner does not have investment power over 606 of these shares.

- (14) Dr. White has shared voting and investment power over 4,364 of these shares and shared voting and no investment power over 77 of these shares.

- (15) All directors, nominees and current executive officers as a group have sole voting and investment power over 274,625 of these shares and shared voting and investment power over 4,364 of these shares. Included under "Total Shares Beneficially Owned" are 1,082,020 stock units that are subject to restrictions. Each stock unit is intended to be the economic equivalent of a share of Common Stock. These units are excluded from the computations of percentages of shares owned because the restrictions lapse more than 60 days after February 28, 2011. No directors, nominees or current executive officers have pledged shares of Common Stock pursuant to any loan or arrangement where there is an expectation that the loan or arrangement may be repaid by foreclosure or other recourse to the shares of Common Stock.

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Security Ownership of Principal Stockholders

The following table sets forth information with respect to any person who is known to be the beneficial owner of more than 5% of Company Common Stock as of December 31, 2010.

<i>Name and Address</i>	<i>Number of Shares of Motorola, Inc. and Nature of Beneficial Ownership</i>	<i>Estimated Number of Shares of Motorola Solutions, Inc. adjusted for Reverse Stock Split⁽¹⁾</i>	<i>Percent of Outstanding Shares⁽²⁾</i>
Carl C. Icahn and related entities, 767 Fifth Avenue, 47th Fl., New York, NY 10153 ⁽³⁾	268,045,683 ⁽⁴⁾ shares of Common Stock	38,292,240 ⁽⁴⁾	11.35%
Dodge & Cox, 555 California Street, 40th Floor, San Francisco, CA 94104	219,623,573 ⁽⁵⁾ shares of Common Stock	31,374,796 ⁽⁵⁾	9.30%
BlackRock, Inc. 40 East 52nd Street New York, NY 10022	153,906,893 ⁽⁶⁾ shares of Common Stock	21,986,699 ⁽⁶⁾	6.52%

- (1) The estimated number of shares of Motorola Solutions was calculated by dividing the number of shares of Motorola, Inc. held on December 31, 2010 by seven and rounding down to the nearest whole share, and may not accurately reflect the number of Motorola Solutions shares as a result of rounding and other factors.
- (2) The percentage calculations set forth are based on 337,317,122 shares of Common Stock outstanding as of February 28, 2011 rather than the percentages set forth on various stockholders' Schedule 13D and 13G filings, and after giving effect to the Reverse Stock Split.
- (3) A Schedule 13D/A was filed with the Securities and Exchange Commission on December 1, 2010, amending a Schedule 13D previously filed on February 6, 2008 and amended on March 5, 2008, March 27, 2008, April 7, 2008, May 7, 2008, May 7, 2010, August 4, 2010 and November 3, 2010 (as amended, the Icahn Schedule 13D), filed jointly by Carl C. Icahn and the following related entities (collectively, the Reporting Persons): (i) High River Limited Partnership, Hopper Investments LLC, Barberry Corp., Icahn Offshore LP, Icahn Partners LP, Icahn Onshore LP, Icahn Capital LP, IPH GP LLC, Icahn Enterprises Holdings L.P., Icahn Enterprises G.P. Inc. and Beckton Corp., each of whose address is White Plains Plaza, 445 Hamilton Avenue-Suite 1210, White Plains, NY 10601, and (ii) Icahn Partners Master Fund LP, Icahn Partners Master Fund II LP, and Icahn Partners Master Fund III LP, each of whose address is c/o Walkers SPV Limited, P.O. Box 908GT, 87 Mary Street, George Town, Grand Cayman, Cayman Islands.

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- (4) Solely based on information in the Icahn Schedule 13D, as of the date of the Icahn Schedule 13D, information in Form 13F-HR filed by (i) Icahn Capital, and (ii) Carl Icahn, on February 14, 2011, each with the Securities and Exchange Commission for the period ending December 31, 2010, and information from the holder.
- (5) Solely based on information in a Schedule 13G/A dated February 10, 2011 filed with the Securities and Exchange Commission (SEC) by Dodge & Cox. The Schedule 13G/A indicates that as of December 31, 2010, Dodge & Cox was the beneficial owner with sole dispositive power as to 219,623,573 shares and with sole voting power as to 208,231,186 of such shares.
- (6) Solely based on information in a Schedule 13G/A dated February 7, 2011 filed with the SEC by BlackRock, Inc. The Schedule 13G/A indicates that as of December 31, 2010, BlackRock, Inc., BlackRock, Inc. was the beneficial owner with sole and dispositive voting power as to 153,906,893.

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COMPENSATION DISCUSSION AND ANALYSIS***Introduction***

This Compensation Discussion and Analysis (the "CD&A") describes our executive compensation philosophy and programs during 2010, as well as certain compensation actions taken in anticipation of, or following, the Separation. In connection with the Separation, we changed our company name from Motorola, Inc. to Motorola Solutions, Inc. (referred to as the "Company"). Executive compensation arrangements with our named executive officers (each an "NEO," and together, the "NEOs") are governed by the Compensation and Leadership Committee (the "Committee") of the Board of Directors. In this section, you will find detailed compensation information for our Co-Chief Executive Officers (each a "Co-CEO" and, together, the "Co-CEOs"), the Chief Financial Officer ("CFO") and our three other most highly compensated officers during 2010, as listed below:

Gregory Q. Brown, President and Chief Executive Officer.

Sanjay K. Jha, Former Co-Chief Executive Officer; Chief Executive Officer Motorola Mobility.

Edward J. Fitzpatrick, Senior Vice President and Chief Financial Officer.

Daniel M. Moloney, Former Executive Vice President; President, Mobility.

Eugene Delaney, Executive Vice President, Product and Business Operations.

A. Peter Lawson, Former Executive Vice President, General Counsel and Secretary.

Following the Separation, Dr. Jha and Mr. Moloney were employed by Motorola Mobility and are not employees of the Company. Mr. Lawson left the Company on January 7, 2011.

While our focus is to describe compensation actions and programs during fiscal year 2010, we also provide an update on recent compensation actions taken since the fiscal year-end and following the Separation.

Executive Summary***2010 Business Highlights***

2010 was a year of transformation. In February 2010, we announced a revised strategy and timeline for the Separation, which included: (i) splitting the formerly combined Home and Networks business unit between Motorola Solutions (to be comprised of the Enterprise Mobility Solutions and Networks businesses) and Motorola Mobility (to be comprised of the Mobile Devices and Home businesses) and (ii) completing the Separation by the end of the first quarter of 2011. In July 2010, we announced an agreement to sell certain assets and liabilities of our Networks business to Nokia Siemens Networks B.V. ("NSN").

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On January 4, 2011, the Separation of Motorola Mobility from Motorola Solutions was completed. We are targeting the closing of the sale of our Networks business to NSN in the second quarter of 2011, however, the closing remains subject to the satisfaction of closing conditions, including receipt of regulatory approvals. As announced on March 9, 2011, the Chinese antitrust authority extended the review period for this transaction for up to an additional 60 days.

2010 also marked a turnaround in our financial performance. Net sales increased 6% compared to 2009, reflecting a (i) 10% increase in the Enterprise Mobility Solutions segment, and (ii) 9% increase in the Mobile Devices segment, partially offset by a 7% decrease in the Home segment. The Company's operating earnings rose to \$789 million in 2010, compared to an operating loss of \$492 million in 2009. The Company generated cash from operating activities of \$1.5 billion in 2010, compared to using \$95 million of cash for operating activities in 2009.

The improved financial performance correlated to increased payouts under our annual incentive plan, the Motorola Incentive Plan (MIP), and the continued recovery of our stock price correlated to payouts under two of our three LRIP cycles. The sections *Short-Term Incentives* and *Long-Term Incentives* provide details of how our improved business and stock performance correlated to payouts under both our MIP and LRIP programs.

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2010 and 2011 Compensation Actions

The revised timing of the Separation, which was initially anticipated to be completed in 2009, had a significant influence on pay decisions for Mr. Brown and Dr. Jha. Our first action was to renegotiate the terms of each Co-CEO's employment agreement. The original provisions of Mr. Brown's agreement permitted him to terminate employment for Good Reason and collect severance if he was not the sole CEO by January 1, 2011. The original provisions of Dr. Jha's agreement permitted him to terminate employment for Good Reason and collect severance, in addition to receiving a significant cash payment, if the Separation was not completed by October 31, 2010. To address the revised timing of the Separation, mitigate risks in the event of further Separation delays and to incent the Co-CEOs to execute the Separation based on the new timeline of first quarter of 2011, Mr. Brown's agreement was renegotiated and amended to extend the date on which he had the right to terminate his employment for Good Reason to September 1, 2011. Dr. Jha's agreement was amended to extend the date on which he had the right to terminate for Good Reason to June 30, 2011. We also modified the equity awards the Co-CEOs were entitled to receive upon consummation of the Separation and the contingent payment Dr. Jha would have received if the Separation was not consummated, as discussed in the *Employment Contracts* section of the executive compensation disclosure.

The anticipated completion of the Separation also provided the Committee, the Committee's independent consultant and management with an opportunity to review our ongoing compensation and benefit programs in light of our new business strategy and to address certain factors that we believe led to a negative advisory vote on executive compensation at the 2010 Annual Meeting. As a result of this review, we took the following actions in 2010 and early 2011:

During 2010, we continued our moratorium on pay increases in most countries, which began in 2009, and both Mr. Brown and Dr. Jha continued the 25% reduction in base salary they voluntarily initiated in 2009. Based on our improved 2010 financial performance, we reinstated Mr. Brown's salary to its pre-2009 level in January 2011, and we intend to provide merit increases in 2011 in most countries.

In connection with the Separation, we terminated the 2009-2011 and 2010-2012 LRIP performance cycles and determined a prorata payout based on actual performance through the Separation date under each LRIP cycle, which will be paid in 2012 and 2013, respectively. The forfeited portion of these LRIP payouts (due to the proration) was taken into account in determining the impacted executives' 2011 equity grants, which we granted as part of a leadership grant in February 2011. Details of this grant are discussed later in the *Long-Term Incentives* section.

In early 2011 following the Separation, we instituted a new Senior Executive Change in Control Plan (the "CIC Plan"), including:

limiting plan eligibility to Senior Vice Presidents and Executive Vice Presidents (previously, Corporate Vice Presidents were eligible for a lower level of benefits under the Corporate Officer Amended and Restated Change In Control Severance Plan);

eliminating excise tax gross ups for any payment deemed to be a parachute payment;

reducing the severance multiple from three times to two times eligible pay, in addition to reducing continuation of medical benefits coverage from three years to two years;

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changing the definition of base salary for severance calculations from the highest annual salary during the last three years to current base salary;

changing the definition of bonus for severance calculations from highest bonus received in the last five years to target annual bonus; and

reducing the notification period for making future plan changes from three years to one year.

The CIC Plan changes take effect for current senior officers as soon as the notification period required by the legacy plan expires on February 1, 2014 and began for all new executives on February 1, 2011.

In early 2011 following the Separation, we provided a leadership equity grant to a select group of Motorola Solutions executives,

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including Messrs. Brown, Fitzpatrick and Delaney, to drive engagement of our senior leadership team and provide them with a meaningful stake in the success of the new Company. Details of this grant are discussed later in the *Long-Term Incentives* section.

In early 2011 following the Separation, we expanded our stock ownership requirements to include Corporate Vice Presidents. Corporate Vice Presidents must hold stock with a value equal to one times salary (in 2009, we implemented stock ownership requirements of six times salary for the CEO, three times for Executive Vice Presidents and direct reports to the CEO and two times for Senior Vice Presidents). We also implemented consequences for failure to meet the applicable stock ownership requirement within a five-year time period: each executive is required to hold any shares acquired (net of tax withholding) on the exercise of stock options or the vesting of restricted stock units until compliance with the applicable ownership requirement is attained.

In late 2010 and early 2011, we modified our comparator group to include companies that are more reflective of Motorola Solutions industry and company size.

Shareholder Say On Pay

As discussed above, we have taken a number of steps to address issues raised by our stockholders in 2010. We believe that many of the issues that led to a negative vote in 2010 were the result of one-time actions that the Committee and Board felt were necessary to position the Company for successful execution of the Separation.

We have historically maintained several practices that represent strong corporate governance, including:

- an executive pay mix that is heavily weighted in favor of at risk pay, creating a strong link to driving stock price performance in a responsible manner without creating undue risk for the Company;
- a double trigger feature in our CIC Plan that 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;

- a modified double trigger in our 2006 Omnibus Incentive Plan that 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 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;

- a clawback policy that provides for recoupment of incentive payments that are overstated as a result of the restatement of our financial earnings;

- an anti-hedging policy that 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;

- a Committee consisting entirely of independent directors, in addition to requiring all directors to stand for annual election by stockholders;

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an independent compensation consultant who reports directly to the Committee and provides no other services to the Company; and

an annual risk assessment of the Company's pay practices that is reviewed with the Committee.

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 and address certain factors that led to a negative advisory vote on executive compensation at the 2010 Annual Meeting. We will continue to evaluate our programs on an ongoing basis and make changes, as appropriate, to ensure consistency with our compensation philosophy, guiding principles and business strategy.

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Compensation Philosophy and Executive Compensation Guiding Principles

Our philosophy is to provide reward programs that attract, retain and motivate the right people, in the right place, at the right time. We strive to provide a total compensation package that is competitive with the prevailing practices in the industries and countries in which we operate, allowing for above average total compensation when justified by business results and individual performance.

Our compensation philosophy is further guided by the following principles that are specific to our executives:

Guiding Principle	Rationale
Business Driven	We offer appropriate incentives which are aligned with the Company's business goals and avoid excessive risk taking.
Performance Differentiated	We design our compensation programs to foster an effective link between pay and performance both at the Company and the individual level.
Market Competitive	We provide a competitive total compensation package that enables us to attract, retain and motivate the top talent needed to successfully execute our business strategy.
Ownership Oriented	We align compensation with our stockholders' interests by providing meaningful equity awards and maintaining robust guidelines that require significant stock ownership by our senior executives.
Simplicity	Our programs are intended to drive employee engagement through their simple and cost-efficient plan design.

In 2009, we shifted from a philosophy of targeting the 65th percentile for equity awards to targeting the median. Our current compensation philosophy remains unchanged and continues to target market median for total direct compensation (in other words, cash compensation plus equity rewards), as well as for each individual component of total direct compensation. During 2010, we continued to move our NEOs closer to this new target. As we start benchmarking to our 2011 Motorola Solutions Comparator Group—a group that includes companies that are more reflective of Motorola Solutions' industry and size—we expect our NEO target pay to become even more aligned with the median of our new comparator group.

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Roles in Determining Our Compensation

The following chart provides an overview of the roles and responsibilities for the various parties involved in determining our compensation:

Party	Role
Compensation and Leadership Committee	Oversees certain employee compensation and benefit programs, including approval of annual and long-term incentive plan performance goals.
	Evaluates the performance and development of senior management and approves compensation actions involving Section 16 Officers.
	Reviews CEO performance and recommends CEO compensation actions to the independent members of the Board for their concurrence.
	Recommends the compensation program for non-employee directors to the Governance and Nominating Committee.
Board of Directors	Regularly assesses the risk exposure of all programs under the Committee's purview. Approves CEO compensation actions, as recommended by the Committee.
	Approves non-employee director compensation, as recommended by the Committee and the Governance and Nominating Committee.
CEO	Takes action regarding certain compensation and benefit plan matters, as required by the Committee's charter. Recommends all compensation actions involving members of the Senior Leadership Team or any Section 16 Officer to the Committee for its approval.

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Takes an active role in Committee meetings at which the performance and compensation actions for the above executives are discussed.

Senior Leadership Team

Recommends annual and long-term incentive plan performance goals to the Committee for its approval.

Executes the objectives of the Company's total compensation program.

Human Resources

Each member approves all compensation actions for his or her respective function and is accountable for compliance with established governance procedures.

Supports the Committee in its work.

Per delegated authority, fulfills various functions in administering the Company's total compensation programs.

Prepares recommendations regarding Section 16 officer compensation.

Independent Consultant to the Committee

Along with the Committee's independent consultant, prepares recommendations regarding CEO compensation.

Carries out compensation reviews as directed by the Committee.

Participates in certain Committee meetings and provides input on compensation recommendations and programs from time to time.

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 Committee cannot unilaterally approve compensation or compensation changes for the CEO without the Board's concurrence.

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Components of Our 2010 Executive Compensation Program

The 2010 total compensation program for our NEOs consisted of the following components:

Compensation Component	Rationale
Base salary	Provides market competitive fixed compensation to attract and retain qualified talent.
Short-term incentives through the MIP	Rewards executives based on achievement against the established short-term business goals of the Company and their own individual performance goals that support the broader business strategy of the Company.
Long-term incentives through grants of stock options and restricted stock units (RSUs), and participation in the LRIP	Equity awards encourage ownership in the Company, align our management s interests with those of our stockholders, reward increases in the absolute value of our stock and enhance long-term retention of our top talent.
	The LRIP program rewards relative stock performance by measuring total shareholder return against our comparator group.
Benefits and perquisites	Selected benefits and perquisites, in addition to broad-based employee benefits, provide our senior executives with a market competitive total compensation package.

Our 2010 Compensation Mix

When making 2010 compensation decisions, the Committee considered the total direct compensation levels for each executive position against the median of similar positions in the 2010 Motorola, Inc. Comparator Group. We intend to provide competitive total compensation, as well as competitive compensation for each element comprising total compensation. As a result, we do not specifically limit one element of compensation in response to the amounts potentially realizable under other compensation elements. However, we place certain limits on benefits available under our life and disability plans and our investment plans, including our pension plans, while ensuring competitiveness in the marketplace. Our qualified plans are also subject to IRS limits. Although we structure our executive compensation program to be targeted at the median of the comparator group, the exact percentile may differ by individual and is based on their specific performance, experience, skill set, position and ability to impact business results.

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In keeping with our guiding principles of being business driven and performance differentiated, we also structured our executive compensation program so that more than 80% of an NEO's targeted total direct compensation was delivered in the form of performance-based incentives. The below table highlights the specific 2010 target pay mix of each NEO:

We believe our target pay program is appropriately designed and positioned versus the market. The actual pay of our NEOs is a direct result of actual performance results at a business and individual level.

Comparator Group

The Committee reviews the composition of the comparator group at least annually to determine the appropriateness and applicability of the group for establishing the Company's compensation programs and making individual pay decisions for our NEOs. As a result of the Company's transformation leading up to the Separation, there were changes to our comparator group during 2010 and 2011, as described below.

2010 Motorola, Inc. Comparator Group

In early 2010, we used a comparator group relevant for a company of Motorola, Inc.'s size and multi-industry focus. This comparator group consisted of the following large-cap, high-tech companies that, in the aggregate, the Committee believed best represented our portfolio of businesses and our competition for executive talent at the time.

2010 Motorola, Inc. Comparator Group

Alcatel-Lucent	LM Ericsson Telephone Co.
Apple Inc.	Microsoft Corporation
Cisco Systems, Inc.	Nokia Corporation
Dell, Inc.	Nortel Networks Corp.
EMC Corporation	Oracle Corporation
Hewlett-Packard Company	QUALCOMM, Inc.
Intel Corporation	Sun Microsystems Inc.
International Business Machines	Texas Instruments, Inc.

2010 Motorola Solutions Transitional Comparator Group

Due to the unique circumstances of the Separation, the Committee deemed it appropriate to establish separate comparator groups for Motorola Solutions (comprised of the Enterprise Mobility Solutions and Networks business) and Motorola Mobility (comprised of the Mobile Devices and Home business) in the latter part of 2010 in order to benchmark companies of similar size and industry focus in planning for post-Separation compensation actions. The 2010 Motorola Solutions Transitional Comparator Group, which is listed below, is discussed in the *Independent Consultant Engagement* section.

2010 Motorola Solutions

Transitional Comparator Group

Anixter International, Inc.	Juniper Networks, Inc.
Cisco Systems, Inc.	L3 Communications Holdings, Inc.

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Commscope, Inc.
Dell Inc.
EMC Corporation
General Dynamics Corporation
Harris Corporation
Honeywell International
ITT Corporation

NCR Corporation
Northrop Grumman Corporation
QUALCOMM, Inc.
Raytheon
Rockwell Collins, Inc.
SAIC, Inc.
Unisys Corporation

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2011 Motorola Solutions Comparator Group

As we completed the Separation, we reevaluated the 2010 Motorola Solutions Transitional Comparator Group to consider including other companies with similar financial and business performance. We believe in using a single comparator group for both pay and performance comparison purposes. In February 2011, the Committee endorsed a new Motorola Solutions comparator group that includes companies that are in one of three industries (multi-industry electronics, government industry and enterprise industry) with similar size and financial performance to Motorola Solutions. Our 2011 Motorola Solutions Comparator Group is comprised of the following companies:

2011 Motorola Solutions Comparator Group

	Company Name	Revenues (\$MMs)	Market Cap (\$MMs)
Multi-Industry	Honeywell International Inc.	32,401	41,474
	Emerson Electric Co	21,039	43,122
Electronics	Tyco International Ltd	17,016	20,283
	Danaher Corp.	12,726	30,847
Comparators	Tyco Electronics, Ltd.	12,070	15,707
	ITT Corporation	11,000	9,567
Government	Raytheon Co.	24,965	16,893
	L-3 Communications Holdings Inc.	15,633	7,978
Industry	Harris Corp.	5,409	5,811
	Rockwell Collins Inc.	4,665	9,035
Comparators	FLIR Systems, Inc.	1,262	4,718
Enterprise	NCR Corp.	4,758	2,448
	Juniper Networks, Inc.	3,845	19,317
Industry	Trimble Navigation Limited	1,248	4,795
	Zebra Technologies Corp.	931	2,148
Comparators	Intermec, Inc.	658	761
	Minimum	658	761
	25 th Percentile	3,199	4,776
	Median	8,204	9,301
	Average	10,602	14,682
	75 th Percentile	15,979	19,558
	Maximum	32,401	43,122
	Motorola Solutions, Inc. (MSI)	7,871	12,519
	MSI Percentile Rank vs.	50%	57%

Comparators

Source: CapIQ; data based on last 12 months as of third quarter 2010 except MSI, which is based on Motorola Solutions 2010 pro forma financial performance filed on Form 8-K on January 27, 2011; market cap based on data as of December 31, 2010; MSI market cap based on opening MSI stock price on January 4, 2011

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To supplement comparator group data and obtain a more complete picture of the overall compensation environment for the broader executive group (and, from time to time, our NEOs), we look to multiple survey sources. During 2010, we utilized supplemental data for some of the NEOs from the following survey sources:

Survey

CHiPS Executive & Senior Management Total Compensation Survey
 U.S. Compensation Data Bank (CDB) TriComp Executive Database
 Radford Global Technology Survey
 US Global Premium Executive Remuneration Suite Fortune 500
 Organizations

Publisher

Pearl Meyer & Partners, LLC
 Towers Watson & Co.
 Radford, an Aon Hewitt consulting company
 Mercer LLC

Because these surveys contain competitive compensation market data on a number of companies spanning different industries, our market analysis involves narrowing the available information to data cuts that most accurately reflect our size, industry and competitive labor market.

The data cuts for the supplemental data used for some of the NEOs during the 2010 Motorola, Inc. executive compensation review from January 2010, which is discussed below, were:

the 16 companies that comprised our 2010 Motorola, Inc. Comparator Group and participated in the above surveys;

an expanded comparator company group that included other high-tech companies that participated in the above surveys;

all technology companies that participated in the above surveys; and

all companies that participated in the above surveys.

The data cuts for the supplemental data used for some of the NEOs during the 2010 Motorola Solutions executive compensation review from November 2010, which is discussed below, were:

the 18 companies that comprised our 2010 Motorola Solutions Transitional Comparator Group and participated in the above surveys;
 an expanded comparator company group that included other high-tech companies that participated in the above surveys;

technology companies generally with annual revenue greater than \$3 billion; and

all companies that participated in the CHiPS survey.

Independent Consultant Engagement

The Committee engages an independent consultant to advise them on the Company's compensation strategy and program design. The consultant conducts an in depth evaluation of our compensation program on a periodic basis (typically every one or two years), and annually reviews the

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specific compensation of our CEO and our senior leadership team, including our NEOs.

During 2010, the Committee chose to continue the engagement of Compensation Advisory Partners as its independent compensation consultant. Compensation Advisory Partners does not have any other business or consulting relationships with the Company, and no additional business relationships are anticipated in the future. The Committee has occasional discussions with Compensation Advisory Partners without management present to ensure impartiality on certain decisions.

In 2010, the Committee also engaged Deloitte Consulting to consult on the amendments to Dr. Jha's employment agreement. Deloitte Consulting provides other services to the Company, but does not provide any other compensation consulting services to the Committee. The Committee does not anticipate any future Committee-related compensation consulting engagements with Deloitte Consulting. Motorola Mobility management engaged Deloitte Consulting separately on compensation matters during 2010 to support the Motorola Mobility business in preparation for the Separation.

Prior to the Separation, the Committee decided to engage another compensation consultant, Compensia, as the consultant to the Committee for Motorola Mobility compensation matters. Compensia does not have any other business relationships with either Motorola Solutions or Motorola Mobility.

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The fees during 2010 for the three consultants are shown in the table below:

Type of Fees	Compensation Advisory Partners	Compensia	Deloitte Consulting
Committee-related	\$290,342	\$349,498	\$31,408
Non-Committee-related	\$0	\$0	\$14,035,573

2010 Motorola, Inc. Executive Compensation Review

As previously disclosed, in January 2010, the Committee engaged Compensation Advisory Partners to independently review our executive rewards program and the compensation of our senior leadership team, including our NEOs. For the January review, Compensation Advisory Partners relied on the 2010 Motorola, Inc. Comparator Group proxy data to determine the competitive positioning for our compensation relative to the market for our NEOs.

2009 Target Pay Levels Relative to Market and Compensation Strategy

Compensation Advisory Partners study found that for the NEOs:

base salaries and target annual cash compensation opportunities were below the market median;

long-term incentives approximated the 65th percentile; and

target total direct compensation was generally between the market median and the 65th percentile.

2009 Pay Mix and Program Provisions Compared to the Market

Compensation Advisory Partners study also found that:

our total target pay mix had a slightly greater emphasis on the long-term incentive component due to promotion-related awards granted to the NEOs during 2009. When the promotion-related awards were excluded, the pay mix was more in line with our comparator group; and

our annual equity use (run rate) increased in 2009 and exceeded the 75th percentile of our peer group. This is due in large part to a lower Motorola, Inc. stock price and the stock option exchange program that took place during 2009.

The Committee agreed with the conclusions from Compensation Advisory Partners study and, as discussed below, relied on the study's findings in setting the 2010 compensation levels for our NEOs.

2010 Motorola Solutions Executive Compensation Review

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The Committee engaged Compensation Advisory Partners to independently review our executive rewards program and the compensation of our senior leadership team, including an analysis of the compensation for the Company post-Separation. Historically, this analysis would have been performed in January 2011; however, in anticipation of the Separation, the Committee elected to work with Compensation Advisory Partners in November 2010 to identify the 2010 Motorola Solutions Transitional Comparator Group and begin to assess competitive pay levels for the Company after Separation relative to our transitional comparator companies. The Committee also used this analysis to determine 2011 equity grants for the Company's post-Separation executive officers, including Messrs. Brown, Fitzpatrick and Delaney.

For the November 2010 review, Compensation Advisory Partners analyzed compensation levels and practices using the 2010 Motorola Solutions Transitional Comparator Group proxy data for comparisons to Motorola Solutions' top three executive positions (CEO, CFO and Executive Vice President). Broader industry survey data were used to compare compensation levels and pay practices for other Motorola Solutions' executive benchmark positions based on functional responsibilities and scope.

Competitive Review Findings

With respect to the competitiveness of our NEOs' current target compensation levels, Compensation Advisory Partners noted the following:

Mr. Brown's 2010 base salary at his voluntarily reduced level of \$900,000 was positioned below the 25th percentile and his target total annual cash compensation (base salary plus target annual incentive) and target total direct

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compensation (target total annual cash compensation plus long-term incentive compensation) are positioned between the median and 75th percentile.

Mr. Fitzpatrick's base salary and target total annual cash compensation are positioned well below the 25th percentile, and his target total direct compensation approximates the median.

Mr. Delaney's base salary is positioned slightly above the median, his target total annual cash compensation approximates his median and his target total direct compensation exceeds the 75th percentile.

Since we have historically analyzed and set compensation levels compared to comparator groups that were appropriate for the larger Motorola, Inc., Mr. Brown and Mr. Delaney's above median target total direct compensation, when compared to the 2010 Motorola Solutions Transitional Comparator Group, was not surprising given the size of the comparison companies. As the Motorola Solutions organization solidifies, the Committee expects target pay levels to move closer to the median of the 2011 Motorola Solutions Comparator Group.

Compensation Advisory Partners found that our current target compensation program places a slightly greater emphasis on the LTI component as compared to the 2010 Motorola Solutions Transitional Comparator Group. In addition, our current LTI mix of stock options, RSUs and a three-year LRIP is somewhat more diversified than among the 2010 Motorola Solutions Transitional Comparator Group, in which options are most often combined with one other LTI component.

2010 Named Executive Officer Compensation**Base Salary**

Base salary levels for each NEO are generally targeted at the median of the comparator group, but the exact percentile may differ by individual. The Committee has the discretion to deviate from the targeted median when a NEO's performance, experience and specific skill set warrant such a variation. In response to the economic downturn's impact on our business, annual salary increases were not provided to most employees, including our NEOs, in both 2009 and 2010. In addition, our Co-CEOs took a 25% voluntary reduction in their base salary during these years.

Short-Term Incentives

The Motorola Incentive Plan (MIP) is the 2010 annual cash incentive plan that applied to all of our employees (excluding those employees participating in a sales incentive plan), including our NEOs.

The objectives of our MIP are to:

Focus our employees' attention on achievement of the critical operating goals of the Company.

Link employee rewards to their individual contributions in achieving our business results.

Provide pay opportunities that are competitive with our comparator group in order to attract and retain a high-performing workforce.

MIP Incentive Formula

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MIP awards are a function of an individual's target incentive opportunity, annual business performance and individual performance. The payout value of a MIP award to each individual is based on the following formula:

$$\begin{array}{l}
 \text{Individual} \\
 \text{Eligible Earnings} \\
 \text{Individual Incentive Target \%} \\
 \times \\
 \text{Business Performance Factor} \\
 \times \\
 \text{Individual Performance Factor} \\
 = \text{MIP Award}
 \end{array}$$

Individual Eligible Earnings

Eligible Earnings equals the NEO's base salary earnings during the incentive plan year.

MIP Individual Incentive Target

Individual Incentive Targets are based on market-competitive data and are established as a percentage of eligible earnings. At the beginning of each year, the Committee designates individual target levels for each of our NEOs. For 2010, Individual Incentive Targets for our NEOs were generally targeted at the median of the 2010 Motorola, Inc. Comparator Group.

The 2010 MIP Individual Incentive Targets for our NEOs were as follows:

Named Executive Officer	Individual MIP Target as % of Base Salary	Individual MIP \$ Target
Mr. Brown	220%	\$ 1,980,000
Dr. Jha	200%	\$ 1,800,000
Mr. Fitzpatrick	95%	\$ 427,500
Mr. Moloney	100%	\$ 212,500
Mr. Delaney	95%	\$ 546,250
Mr. Lawson	95%	\$ 513,000

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MIP Business Performance Factors

At the beginning of each year, the Committee establishes performance targets for the Company Business Performance Factors (BPFs). BPFs can range from 0% (no award paid) for below minimum financial performance to 130% for exceptional performance. The 2010 BPFs for the NEOs were based on corporate and business unit goals as follows:

NEO	2010 BPFs and Weighting	Rationale
Mr. Brown	70% Enterprise Mobility Solutions + Networks 30% Mobile Devices + Home	Higher weighting placed on the Motorola Solutions businesses that Mr. Brown led while still reflecting his ability to impact the overall performance of Motorola, Inc.
Dr. Jha	70% Mobile Devices + Home 30% Enterprise Mobility Solutions + Networks	Higher weighting placed on the Motorola Mobility businesses that Dr. Jha led while still reflecting his ability to impact the overall performance of Motorola, Inc.
Mr. Fitzpatrick	100% Motorola Corporate	Mr. Fitzpatrick supported all businesses in his corporate role during 2010
Mr. Moloney	100% Mobile Devices + Home	Mr. Moloney was rehired as EVP and President of Mobility in August 2010 and was solely dedicated to the Motorola Mobility businesses
Mr. Delaney	75% Enterprise Mobility Solutions 25% Networks	Mr. Delaney was dedicated to the Motorola Solutions businesses during 2010 and his weightings reflects the relative mix of these businesses
Mr. Lawson	100% Motorola Corporate	Mr. Lawson supported all businesses in his corporate role during 2010

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In 2010, business unit and corporate goals were established based on Operating Earnings (OE) and Controllable Free Cash Flow (CFCF), which were key determinants in driving the short term success in our businesses and what we believe impacts shareholder value creation in the longer term.

OE carried 65% weight in determining our BPFs. OE for incentive plan purposes is defined according to GAAP, excluding the effect of the following items: (i) reorganization, asset impairment, extraordinary, unusual and/or non-recurring items of gain or loss, separately identified in the Company's quarterly earnings press releases; (ii) changes in tax or accounting regulations or laws; (iii) the effect of discontinued operations; (iv) the effect of a significant merger or acquisition and (v) expenses related to share-based compensation, intangible amortization and unallocated incentive and function costs.

CFCF carried 35% weight in determining our BPFs. CFCF for incentive plan purposes is defined as operating cash flow according to GAAP, excluding cash flow related to: (i) income taxes; (ii) non-operating income or expense and (iii) unallocated incentive and function costs, less capital expenditures. A capital expenditure is defined as the original cost of acquiring property, plant and equipment, as reported in the investing section of the cash flow statement per GAAP.

At the end of each plan year, the Committee reviewed full year performance and the corresponding management recommendations regarding each BPF. The Committee exercised its discretion and approved certain adjustments to the final BPFs for the 2010 MIP. The adjustments and their associated rationale are described below.

The results from the discontinued operations of the Networks business and the MIRS Communications business, including the impact of divesting the MIRS business, were included for determination of our 2010 BPFs. The Committee believed this was an appropriate adjustment since the Networks business was part of Motorola, Inc. for all of 2010, and the 2010 BPF performance targets factored in the performance of both of these businesses.

In recognition of achievement of key strategic imperatives for the Enterprise Mobility Services (EMS) business including successful execution of its operating plan, improved market share and noteworthy innovations in next generation public safety the Committee approved an adjustment to the 2010 BPF for the EMS business only, with no incremental benefit to any NEO other than Mr. Delaney, whose BPF increased by 3% as a result of this adjustment.

2010 MIP Business Performance Targets and Results

The following tables reflect the minimum, target and maximum levels for each of the 2010 BPF measures that pertain to each of the NEOs, as well as the actual and adjusted (for the impact of the above noted exceptions) 2010 performance levels. Assuming business performance meets the minimum threshold for a payout, the BPF formula allows for a range of 25% of the established target award level (at the minimum level of performance) to 130% of the established target award level (at the maximum level of performance).

Gregory Q. Brown

MIP Business Performance Measure	Performance Level for Minimum	Performance Level for Target	Performance Level for Maximum	Actual Fiscal Year 2010	Adjusted Fiscal Year 2010	Resulting Business Performance Measure	Performance Weighted Business Performance	Weighted Business Contributing Result
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	Payout	Payout	Payout	Performance	Performance	Factor	Factor		
EMS + Networks OE	\$ 1.122 billion	\$ 1.603 billion	\$ 1.924 billion	\$ 1.250 billion	\$ 1.889 billion	127%	65%		
EMS + Networks CFCF	\$ 946 million	\$ 1.351 billion	\$ 1.621 billion	\$ 1.140 billion	\$ 1.764 billion	130%	35%	70%	89%
Mdb + Home OE	\$ 94 million	\$ 393 million	\$ 533 million	\$ 73 million	\$ 73 million	0%	65%		
Mdb + Home CFCF	\$ (22) million	\$ 274 million	\$ 412 million	\$ 425 million	\$ 425 million	130%	35%	30%	14%
Gregory Q. Brown 2010 MIP Business Performance Factor									103%

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Sanjay K. Jha

MIP Business Performance Measure	Performance Level for Minimum Payout	Performance Level for Target Payout	Performance Level for Maximum Payout	Actual Fiscal Year 2010 Performance	Adjusted Fiscal Year 2010 Performance	Resulting Business Performance Factor	Performance Measure Weight	Weighted Business Performance Factor	Weighted Contributing Result
Mdb + Home OE	\$ 94 million	\$ 393 million	\$ 533 million	\$ 73 million	\$ 73 million	0%	65%	70%	32%
Mdb + Home CFCF	\$ (22) million	\$ 274 million	\$ 412 million	\$ 425 million	\$ 425 million	130%	35%		
EMS + Networks OE	\$ 1.122 billion	\$ 1.603 billion	\$ 1.924 billion	\$ 1.250 billion	\$ 1.889 billion	127%	65%	30%	39%
EMS + Networks CFCF	\$ 946 million	\$ 1.351 billion	\$ 1.621 billion	\$ 1.140 billion	\$ 1.764 billion	130%	35%		
Sanjay K. Jha 2010 MIP Business Performance Factor									71%

Daniel M. Moloney**MIP Business**

Performance Measure	Performance Level for Minimum Payout	Performance Level for Target Payout	Performance Level for Maximum Payout	Actual Fiscal Year 2010 Performance	Resulting Business Performance Factor	Performance Measure Weight	Weighted Contributing Result
Mdb + Home OE	\$ 94 million	\$ 393 million	\$ 533 million	\$ 73 million	0%	65%	0%
Mdb + Home CFCF	\$ (22) million	\$ 274 million	\$ 412 million	\$ 425 million	130%	35%	46%
Daniel M. Moloney 2010 MIP Business Performance Factor							46%

Eugene A. Delaney

MIP Business Performance Measure	Performance Level for Minimum Payout	Performance Level for Target Payout	Performance Level for Maximum Payout	Actual Fiscal Year 2010 Performance	Adjusted Fiscal Year 2010 Performance	Resulting Business Performance Factor	Performance Measure Weight	Weighted Business Performance Factor	Weighted Contributing Result
EMS OE	\$ 869 million	\$ 1.241 billion	\$ 1.489 billion	\$ 1.195 billion	\$ 1.221 billion	92%	65%	70%	73%
EMS CFCF	\$ 659 million	\$ 942 million	\$ 1.130 billion	\$ 1.063 billion	\$ 1.105 billion	126%	35%		
Networks OE	\$ 254 million	\$ 362 million	\$ 435 million	\$ 55 million	\$ 668 million	130%	65%	30%	39%
Networks CFCF	\$ 286 million	\$ 409 million	\$ 491 million	\$ 78 million	\$ 660 million	130%	35%		
EMS Non-Financial Performance									3%
Eugene A. Delaney 2010 MIP Business Performance Factor									115%

Edward J. Fitzpatrick and A. Peter Lawson**MIP Business**

Performance Measure	Performance Level for Minimum Payout	Performance Level for Target Payout	Performance Level for Maximum Payout	Actual Fiscal Year 2010 Performance	Adjusted Fiscal Year 2010 Performance	Resulting Business Performance Factor	Performance Measure Weight	Weighted Contributing Result
Corporate OE	\$ 1.306 billion	\$ 1.897 billion	\$ 2.291 billion	\$ 1.324 billion	\$ 1.962 billion	105%	65%	68%
Corporate CFCF	\$ 980 million	\$ 1.525 billion	\$ 1.889 billion	\$ 1.566 billion	\$ 2.190 billion	130%	35%	46%

2010 MIP Individual Performance Factors

We strive to establish a clear line of sight by linking our performance management process with the rewards our employees receive. Individual performance is measured by both *what* an individual accomplishes (in other words, goal achievement) and *how* the individual accomplishes those goals (in other words, leadership behaviors). The Committee has the discretion to adjust MIP awards by establishing an Individual Performance Factor (IPF) for each NEO to account for differences in individual contribution and performance.

IPFs can range from 0 (in other words, no award paid) for poor performance to 1.3 (in other words, 130% of the formula-driven award) for exceptional performance.

To recognize the performance contributed by Messrs. Fitzpatrick, Delaney and Lawson in 2010, the Committee established their respective IPF at 1.0 (in other words, 100% of the formula-driven award). Mr. Brown's IPF was set at a higher level to reflect his strong leadership in overseeing the successful execution of the Separation, progress towards execution of the Networks divestiture and the achievement of key strategic imperatives for the Enterprise Mobility Solutions business. The Motorola Mobility Compensation Committee approved the 2010 IPFs for Dr. Jha and Mr. Moloney, and Motorola Mobility has the liability and obligation to make the 2010 MIP payments to Dr. Jha and Mr. Moloney.

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2010 MIP Payouts

Based on the approved 2010 BPFs and IPFs, the actual 2010 MIP award for each NEO is set forth in the following table:

NEO	Eligible Earnings	MIP Target	Business Performance Factor	Individual Performance Factor	Actual 2010 MIP Award
Mr. Brown	\$ 900,000	220%	103%	123%	\$ 2,500,000
Dr. Jha	\$ 900,000	200%	71%	100%	\$ 1,278,000 ⁽¹⁾
Mr. Fitzpatrick	\$ 450,000	95%	114%	100%	\$ 487,350
Mr. Moloney	\$ 212,500	100%	46%	128%	\$ 125,000
Mr. Delaney	\$ 575,000	95%	115%	100%	\$ 628,187
Mr. Lawson	\$ 540,000	95%	114%	100%	\$ 584,820

⁽¹⁾ Dr. Jha's 2010 MIP Award was determined to be \$1,278,000 and Dr. Jha voluntarily forfeited \$278,000 of his award.

Long-Term Incentives (LTI)

During 2010, approximately 30,000 of our employees participated in one or more of our LTI programs, which are designed to promote a focus on long-term results, drive retention and align employees with the interests of our stockholders. We consider several factors in the design of our LTI programs, including the need to attract and retain top talent, the cost impact of equity expensing, the evolving regulatory landscape, the impact on shareholder dilution and the Company's long term business strategy.

In 2010, our LTI programs were comprised of equity awards (consisting of stock options and RSUs) and the three-year LRIP. The 2010 LTI levels for our NEOs were generally targeted at the 50th percentile of the 2010 Motorola, Inc. Comparator Group, although the exact percentile may differ by individual. All of our NEOs received equity awards in 2010 and all participated in the 2010-2012 LRIP cycle except for Dr. Jha and Mr. Moloney.

Equity Awards

In May 2010, the Committee granted equity to approximately 30,000 of our employees (58% of all employees), including the NEOs, as part of our annual equity award process. Both components of the annual equity grants, stock options and RSUs, will vest and become exercisable in three equal annual installments. The stock options expire ten years from the date of grant. Approximately 85% of the equity awards included in the May 2010 general grant were made to employees other than the NEOs.

The exercise price of options is set at the closing price of our stock on the date of grant. We do not structure the timing of equity award grants to precede or coincide with the disclosure of material non-public

information. Grants made outside the annual equity grant cycle (e.g., new hire, promotion and special recognition grants) are made on the first trading day of the month following the date of hire/promotion/recognition. Since 2002, the grant date for the annual equity award has always been within a few days of the annual stockholders meeting in early May. This practice is expected to continue in 2011, with the exception of the 2011 Leadership Grant described below.

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In 2010, all NEOs with the exception of Mr. Moloney, who was not an employee at the time, received stock options and RSUs as part of the annual equity award. When planning for the annual equity award, it is the Committee's practice to establish individual awards based on a review of each NEO's current compensation profile, external market pricing data, historical and outstanding equity grants and recent individual performance level in determining the number of stock options and RSUs to grant. Mr. Moloney received stock options and RSUs as part of his rehire in late August 2010. See the *Grants of Plan Based Awards in 2010* table for actual grants received by each NEO during 2010.

Long-Range Incentive Plan

The LRIP is a performance-based, multi-year incentive plan that we provide to our senior executives, including the NEOs (excluding Dr. Jha, pursuant to the terms of his employment agreement, and Mr. Moloney, pursuant to his rehire offer). During 2010, there were three concurrent LRIP cycles in effect, each with a three-year performance cycle:

1. **2010-2012 LRIP Cycle:** Originally targeted to conclude on December 31, 2012 but was terminated due to the Separation, with

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performance ending on January 3, 2011 (the day before Separation). The companies that make up the 2010-2012 LRIP comparator group were revised from the 2009-2011 LRIP comparator group to remove three companies that were significantly larger than our company and two companies that had major corporate transactions pending and were replaced with five companies that were more representative of our size and competition at that time.

2. **2009-2011 LRIP Cycle:** Originally targeted to conclude on December 31, 2011 but was terminated due to the Separation, with performance ending on January 3, 2011 (the day before Separation).

3. **2008-2010 LRIP Cycle:** Concluded on December 31, 2010 with no payout.

LRIP Individual Incentive Targets

The table below contains the Individual Incentive Targets for our NEOs for all three LRIP cycles, which are based on market competitive data of each individual's position:

NEO	Individual LRIP Target as % of Base Salary		
	2008-2010	2009-2011	2010-2012
Mr. Brown	350%	350%	370%
Dr. Jha ¹	n/a	n/a	n/a
Mr. Fitzpatrick ²	107.5%	87.50%	160%
Mr. Moloney ³	n/a	n/a	n/a
Mr. Delaney	170%	185%	140%
Mr. Lawson	180%	185%	100%

1 Pursuant to the terms of his employment agreement, as amended, Dr. Jha was not eligible to participate in the LRIP.

2 Mr. Fitzpatrick's LRIP targets have been prorated to account for participation at lower levels prior to promotion to his current role.

3 In connection with Mr. Moloney's departure from the Company on March 5, 2010, he forfeited any award under the LRIP.
2009-2011 LRIP and 2010-2012 LRIP

The 2009-2011 and 2010-2012 LRIP programs have the same design and solely focus on our three-year total shareholder return (TSR) relative to the three-year TSR of the identified comparator group.

The design parameters for the 2009-2011 and 2010-2012 LRIP are as follows:

Incentive Formula:

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Base Salary at Cycle Start x Individual Incentive Target x TSR Rank Payout Factor = LRIP Award
Example:

\$300,000 x 60% x 100% = \$180,000
Individual Incentive Target

The Committee designated LRIP Individual Incentive Targets based on market competitive data. Targets were established as a percentage of each participant's base salary at the start of the LRIP performance cycle.

TSR Rank Payout Factor

The TSR Rank Payout Factor is calculated in a two-step process:

Step 1: Measure the three-year TSR for the Company and each of the companies in the applicable comparator group.

		Ending stock price	
+		(daily average stock price during the final 3 months of the Performance Cycle) Value of reinvested dividends	
=		Total ending value	
-		Beginning stock price (daily average stock price during the 3 months preceding the start of Performance Cycle)	
=		Total value created	
+		Beginning share price	
=		TOTAL SHAREHOLDER RETURN	

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Step 2: Rank Motorola Inc. s TSR against the TSR of each of the companies in the comparator group to determine Relative TSR Payout Factor.

	TSR Rank	Relative TSR Payout Factor
<i>Performance above</i>	1	200%
	2	200%
<i>median results in a</i>	3	190%
	4	170%
<i>payout above target:</i>	5	150%
	6	140%
	7	125%
<i>Performance at</i>	8	110%
<i>median pays at target</i>	9	100%
<i>payout:</i>		
<i>Performance below</i>	10	75%
	11	50%
<i>median pays below</i>		
	12	25%
<i>target:</i>		
<i>Performance below</i>	13	0%
	14	0%
<i>threshold results in</i>	15	0%
<i>no payout:</i>	16	0%
	17	0%
	18	0%

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Impact of the Separation on LRIP Awards

Upon the Separation, both the 2009-2011 and 2010-2012 LRIP cycles were terminated for all participants. The performance of both LRIP cycles was measured as of the last date that our stock traded under the name Motorola, Inc. (NYSE: MOT), which was January 3, 2011. The TSR performance of the Company and the applicable comparator group was measured from the beginning of each LRIP cycle through the Separation date and the Company's TSR ranking was determined accordingly under both of these LRIP cycles. Performance results were as follows:

2009-2011 LRIP: We ranked #5 amongst the 16-company comparator group, which was established in 2009, and correlated to a payout of 150% of target:

2009-2011 LRIP Final Relative TSR on January 3, 2011

Rank	Payout	Company Name	TSR
1	200%	Apple Inc.	228.88%
2	200%	EMC Corporation	106.38%
3	190%	Sun Microsystems (acquired Feb 4, 2010)	102.73%
4	170%	Texas Instruments Inc.	92.62%
5	150%	Motorola, Inc.	77.64%
6	140%	International Business Machines Corp.	74.29%
7	125%	Oracle Corp.	72.62%
8	110%	LM Ericsson Telephone Co.	58.76%
9	100%	Intel Corporation	50.64%
10	75%	QUALCOMM Inc.	38.19%
11	50%	Alcatel-Lucent	32.26%
12	25%	Microsoft Corporation	29.81%
13	0%	Cisco Systems, Inc.	23.66%
14	0%	Hewlett-Packard Company	19.99%
15	0%	Dell Inc.	16.93%
16	0%	Nokia Corp.	(25.95)%
17	0%	Nortel Networks Corp	(98.05)%

2010-2012 LRIP: We ranked #12 amongst the 2010 Motorola, Inc. Comparator Group, and correlated to a payout of 25% of target:

2010-2012 LRIP Final Relative TSR on January 3, 2011

Rank	Payout	Company Name	TSR
1	200%	Apple Inc.	58.27%
2	200%	Tyco Electronics	43.01%
3	190%	Oracle Corp.	31.77%
4	170%	Texas Instruments Inc.	27.72%
5	150%	EMC Corporation	26.24%
6	140%	eBay, Inc.	22.01%
7	125%	LM Ericsson Telephone Co.	10.46%
8	110%	QUALCOMM Inc.	9.57%
9	100%	Intel Corporation	8.06%
10	75%	Harris Corporation	7.96%
11	50%	Google, Inc.	4.54%

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12	25%	Motorola, Inc.	(1.14)%
13	0%	Microsoft Corporation	(5.96)%
14	0%	LG Electronics	(7.24)%
15	0%	Cisco Systems, Inc.	(10.54)%
16	0%	Alcatel-Lucent	(17.16)%
17	0%	Nokia Corp.	(18.16)%

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The corresponding LRIP Payout Factor was applied to each participant's Individual LRIP Incentive Target. The earned payout amounts, which were prorated to reflect the amount of time each LRIP cycle was in existence prior to cancellation, were reviewed and approved by the Committee in January 2011. Actual payments will be made in cash at the originally scheduled time of payment in early 2012 for the 2009-2011 LRIP and early 2013 for the 2010-2012 LRIP. For the portion of the LRIP that was not prorated and will not be paid (one year in the 2009-2011 cycle and two years in the 2010-2012 cycle), Motorola Solutions took into account the portion of the LRIP that was forfeited when determining the size of the 2011 Leadership Grant, which is described in the section titled *2011 Leadership Grant*.

2008-2010 LRIP: In January 2011, the Committee reviewed the performance of the 2008-2010 LRIP and determined no payments would be made because the Company's 20-day average stock price at the end of the cycle was not above the \$16.00 minimum performance threshold for payment. No new awards were granted in their place.

Greg Brown 2011 Separation Event Equity Grant

Under his amended employment agreement, Mr. Brown was eligible for a Separation Event Equity award consisting of stock options worth \$8,333,333 and restricted stock worth \$4,166,667 upon the occurrence of the Separation and only if Motorola Mobility had a minimum market capitalization of at least \$2 billion. Both conditions were met and the Committee approved, with concurrence from the independent members of the Board of Directors, the following equity grants to Mr. Brown on February 1, 2011:

Restricted Stock Value	Restricted Stock #	Stock Option Value	Stock Option #	Stock Option Exercise Price	Total Separation Event Equity Value
\$4,166,667	106,782	\$ 8,333,333	665,778	\$ 39.02	\$ 12,500,000

Subject to continued employment, the Separation Event stock options and restricted stock will vest in three equal installments, each vesting date to be the later of (i) the date on which the average closing price

of the Company's Common Stock over a 15-day trading period is greater than \$42.22, which is 110% of the average closing price of the Company's Common Stock over the 15-day trading period immediately following Separation and (ii) the first, second and third anniversary of the grant.

2011 Leadership Grant

Upon the successful execution of the Separation in early 2011, the Committee decided to make a special equity grant to the senior leadership team and other selected executives of Motorola Solutions, including Messrs. Brown, Fitzpatrick and Delaney. The grant was made on February 22, 2011.

The key objectives of the Leadership Grant were to:

recognize and reward the performance and extraordinary effort of the Company's senior leadership team over the past three years in completing the Separation;

reinforce the importance of achieving our strategic business objectives by providing awards with a strong link to future Company performance;

provide an enhanced focus on driving shareholder wealth; and

strengthen the retention and engagement of our senior executives in light of an improving labor market and the forfeited portions of the 2009-2011 and 2010-2012 LRIP cycles.

In determining each participant's Leadership Grant value, the Committee included (i) the 2011 and 2012 target annual stock option and RSU values for each participant, (ii) the portion of the 2009-2011 LRIP target that was forfeited as a result of Separation, and (iii) the portion of the 2010-2012 LRIP target that was also forfeited as a result of Separation (see *Long-Range Incentive Plan* section for details).

The recipients of the Leadership Grant will not receive a general equity grant in May 2011 and will not automatically receive a general equity grant in 2012, although they will be eligible for a general equity grant in 2012 at the discretion of the CEO, and in the case of our NEOs, the approval of the Committee.

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Mr. Brown, Mr. Fitzpatrick and Mr. Delaney each received a 2011 Leadership Grant with a total value determined as follows:

	Mr. Brown	Mr. Fitzpatrick	Mr. Delaney
2011 and 2012 Target Annual Equity Value	\$ 8,000,000	\$ 2,666,667	\$ 1,666,666
Forfeited 2009 2011 LRIP Target Amount	\$ 1,050,000	\$ 80,125	\$ 314,500
Forfeited 2010 2012 LRIP Target Amount	\$ 2,220,000	\$ 480,000	\$ 536,667
Total Leadership Grant Value	\$ 11,270,000	\$ 3,226,792	\$ 2,517,833

The Leadership Grant, made on February 22, 2011, was structured to provide 60% of the total value in stock options, or, in the case of Mr. Brown, stock options and stock appreciation rights, and 40% of the total value in RSUs. On March 14, 2011, pursuant to the authority granted to the Compensation and Leadership Committee under the 2006 Plan and to comply with award limits under the 2006 Plan, 471,398 of the options awarded to Mr. Brown on February 22, 2011 under the Leadership Grant were substituted with stock-settled stock appreciation rights (SARs). The substitute SARs have the same grant date, expiration date and exercise price as the original option award. The Leadership Grants made to Messrs. Brown, Fitzpatrick and Delaney consisted of the following:

	RSU Value	RSU #	Stock Option and SAR Value	Stock Option #	SAR #	Stock Option and SAR Exercise Price	Total Value
Mr. Brown	\$ 4,508,000	118,506	\$ 6,762,000	48,489	471,398	\$ 38.04	\$ 11,270,000
Mr. Fitzpatrick	\$ 1,290,717	33,930	\$ 1,936,075	154,638		\$ 38.04	\$ 3,226,792
Mr. Delaney	\$ 1,007,133	26,475	\$ 1,510,700	120,662		\$ 38.04	\$ 2,517,833

For Messrs. Fitzpatrick and Delaney, one-third of the stock options and RSUs granted through the Leadership Grant will vest on the first three anniversaries of the grant.

For Mr. Brown, his stock options, stock appreciation rights and RSUs granted through the Leadership Grant will vest the later of (i) one-third per year and (ii) when the average closing price for any 15 consecutive trading days of the Company's common stock is greater than \$43.09, which is 110% of the average closing price for the 15 trading days of the Company's common stock immediately preceding the grant date.

Executive Benefits and Perquisites

To enhance our ability to attract and retain top talent in a highly competitive labor market, we seek to align our executive total compensation program offerings with those commonly provided by companies in our comparator group. To ensure we remain competitive, the core elements of our total compensation program including our cash and equity based compensation plans are supplemented by a few executive-only benefits and perquisites. Our executive benefits and perquisites are described below.

Change in Control Protection. The Company maintains a Board-approved CIC Plan which covers

our NEOs and other members of our senior executive team. The Board considers the maintenance of an effective and stable management team as essential to protecting and enhancing the value of the Company for the benefit of our stockholders. To that end, we recognize that the possibility

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of a change in control may exist from time to time and that this possibility, and the uncertainty and questions it may raise amongst our senior management team, may result in the distraction, and potential departure, of management personnel to the detriment of the Company and our stockholders. The change in control provisions help to encourage the continued attention and dedication of our senior management to their assigned duties without the distraction that may arise from the possibility of a change in control event.

Our CIC Plan employs a double trigger before benefits are paid to a plan participant. In other words, in order for severance benefits to be paid, both a change in control event must occur and an executive must be involuntarily terminated without cause or the executive must leave for good reason within 24 months of the change in control. For definitions and a description of benefits provided under our CIC Plan, please refer to the section called *Change in Control Arrangements* in this proxy statement.

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In January 2011, the Board approved the following changes to the CIC Plan:

Limited participation to only Executive Vice Presidents and Senior Vice Presidents; change in control coverage was eliminated for all Corporate Vice Presidents. The Board determined this change was appropriate to better align change in control protection to the executives whose distraction and potential departure during a possible change in control would be most detrimental to the Company and our stockholders, and to better align to market competitive practices.

Eliminated excise tax gross up provision. In the event change in control benefits are subject to the excise tax under Section 4999 of the Code, either the participant will pay the excise taxes or the benefits will be cut back to an amount that will not be subject to the excise taxes, whichever option is more favorable to the participant on an after-tax basis. The Board determined this change was appropriate so that the Company would not be obligated to pay and gross up potentially significant excise taxes on behalf of participants, and to better align to market competitive practices.

Reduced the cash severance multiple from three times to two times of base salary and bonus. The Board determined this change was appropriate to better align to market competitive practices.

Revised the definition of severance base salary from the highest annual salary during the last three years to current base salary. The Board determined this change was appropriate so that the severance would provide a base salary component that is representative of the actual, current base salary of the participant.

Revised the definition of severance bonus from the highest annual bonus received in the prior five full fiscal years to the current target annual bonus. This same definition applies to any prorated bonus received for the current year's annual incentive plan. The Board determined this change was appropriate so that the severance would provide an annual incentive component that is representative of the actual, current target incentive of the participant.

Reduced the period of medical benefit continuation from three years to two years. The Board determined this change was appropriate to align to the reduced severance multiple of base salary and bonus, thus providing severance benefits to the participant for two years.

Reduced the notification period for making future changes to the CIC Plan from three years to one year. The Board determined this change was appropriate to provide a more reasonable notification of any future changes to participants.

Because the legacy CIC Plan requires three years advance notification to amend the Plan, the legacy Plan will remain in effect until January 31, 2014 for all eligible participants as of January 31, 2011. The new CIC Plan will go into effect for these employees on February 1, 2014 (including Messrs. Fitzpatrick and Delaney). The new CIC Plan took effect February 1, 2011 for all participants who become eligible on or after that date. The new CIC Plan will expire on February 15, 2015, at which time the Committee will consider whether or not to recommend to the Board to adopt a new Plan.

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Executive Financial Planning Program. The Executive Financial Planning Program provides our senior management, including our NEOs, with comprehensive financial planning assistance, designed to help them achieve the highest value from their compensation package. The annual allowance for our NEOs is up to \$16,500 in the first and last year of receiving this benefit, and up to \$12,000 for the years in between the first and last year's participation. The Company imputes the cost of this benefit as income and does not provide a tax gross up to the executive.

Deferred Compensation Plan. Due to low participation, we closed the Motorola Solutions Management Deferred Compensation Plan (the Deferred Compensation Plan) to new deferrals on January 1, 2008. The Plan has remained closed since taking this action. When active, the Deferred Compensation Plan is a non-qualified deferred compensation plan that is unfunded and unsecured, and allows our eligible executives, including our

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NEOs, the opportunity to defer taxes on their base salary and cash incentive compensation. The Company does not contribute to this plan. While the plan is not intended to provide above-market or preferential earnings (as these terms are defined under SEC regulations) on compensation deferred under the plan, in 2010 the actual earnings on Mr. Delaney and Mr. Moloney's accounts were above-market under SEC regulations.

Relocation Benefits. The Company provides relocation benefits under its relocation policy to employees, including the NEOs, who meet the criteria outlined in the policy. From time to time, in order to attract a particular employee and/or pursuant to an employment agreement, arrangements may be made to offer enhanced benefits beyond the terms of the policy. During 2010, Dr. Jha received certain relocation benefits including Company-paid temporary living expenses and a tax gross up payment for his expenses. During 2010, Mr. Fitzpatrick received benefits and a tax gross up under the relocation policy, including a payment for the loss on the sale of his home, related to his relocation to Illinois in conjunction with his permanent assignment to the role of CFO.

Personal Use of Corporate Aircraft. Mr. Brown and Dr. Jha are both active in professional and civic organizations and travel extensively. In addition, they have strong visibility in the media and other public forums, as well as significant amounts of private and personal information readily available about them on the internet. As a result, they were required to use our corporate aircraft for all travel as part of our corporate security program. As Motorola Solutions CEO, Mr. Brown continues to be required to use corporate aircraft for all travel. From time to time and on a limited basis, we permit other executives to use our aircraft for personal travel. The Company imputes as income the cost of personal use of corporate aircraft and does not provide tax gross ups for this benefit. Refer to the *2010 Summary Compensation Table* footnotes for information about how the personal aircraft expenses are calculated.

CEO Benefits. In addition to the executive benefits described above, Mr. Brown and Dr. Jha received certain benefits in 2010 as described below.

Security. As part of the corporate security program, Mr. Brown and Dr. Jha receive the

use of a car and driver for all business-related functions as well as personal use. The Company imputes the personal use of the car and driver as income and does not provide tax gross ups for this benefit. Additionally, they were provided a security system at their personal residences with security alarm monitoring paid by the Company.

Legal Fees. As part of their respective employment agreements, Mr. Brown and Dr. Jha each engaged personal legal counsel to negotiate amendments to their employment contracts with the Company. Legal fees and tax gross ups on those legal fees were provided on behalf of both CEOs during 2008, 2009 and 2010, as required in the terms of their employment agreements.

Broad-based Employee Benefits. As U.S. employees, our NEOs have the opportunity to participate in a number of benefit programs that are generally available to all regular U.S. employees. These benefits include: (1) healthcare plans (medical, dental and wellness programs); (2) life and disability plans (group life insurance, business travel accident insurance, and short-term and long-term disability income plans); (3) investment plans (the 401(k) Plan) and employee stock purchase plan, as well as previously existing pension plans that were available to employees who began employment prior to January 1, 2005) and (4) work/life plans (programs that assist with daily needs such as childcare, adoption assistance, dependent care account and long-term care insurance).

Pension Plans. Our pension plans were offered to pension-eligible employees hired before January 1, 2005. We offered a qualified pension plan, with two different benefit formulas, commonly referred to as the Portable Pension Plan and the Traditional Pension Plan (the *Pension Plans*). We also offered two non-qualified plans, the Motorola Solutions Supplemental Pension Plan (the *MSPP*) and the Elected Officer Supplementary Retirement Plan (the *SRP*), to highly-compensated employees whose qualified pension plan benefits are reduced by annual salary limits imposed by the IRS.

On December 15, 2008, the Board determined that, effective March 1, 2009, all future benefit accruals and compensation increases used to compute benefit accruals would automatically cease for all individuals who were participants under the Pension Plans, MSPP,

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and/or SRP as of February 28, 2009. However, participants continue to earn vesting credit towards their Pension Plan benefit on and after March 1, 2009. The MSPP was further amended to freeze any future participation in the MSPP after January 1, 2009, unless such participation was due to a prior contractual entitlement. Additional information regarding these and other plans are included in the *Retirement Plans* section.

Other Compensation Policies and Practices***Stock Ownership Requirements***

To ensure strong alignment of our senior management with the interests of our stockholders, the Company maintains stock ownership requirements for our senior executive team, including each of our NEOs. In January 2011, the Committee approved extending our stock ownership requirements down to the Corporate Vice President (CVP) level, and reaffirmed the stock ownership requirements for those positions above the CVP level. Our stock ownership requirements are shown below:

	Minimum Stock Ownership Required
Chief Executive Officer	6 times base salary
Executive Vice Presidents and Direct Reports to the CEO	3 times base salary
Senior Vice Presidents (other than direct reports to the CEO)	2 times base salary
Corporate Vice Presidents (other than direct reports to the CEO)	1 times base salary

Each executive subject to the guidelines must meet their ownership requirement within five years from the date they first become subject to their applicable ownership requirement.

Additionally, effective in January 2011, the Committee strengthened the plan's provisions by implementing a formal policy that addresses executives who do not meet their applicable stock ownership requirement within five years. The new policy requires that an executive hold any shares acquired (net of tax withholding) on the exercise of stock options or the vesting of RSUs until compliance with their stock ownership requirement is achieved.

For purposes of meeting the stock ownership requirement, stock means shares of common stock owned outright, restricted stock, RSUs and stock owned in benefit plans such as the 401(k) savings plan

and the employee stock purchase plan. The Committee reviews adherence to the ownership guidelines annually. In the Committee's last review on adherence to the ownership guidelines, it was determined that all NEOs had met their requirement.

Recoupment of Incentive Compensation Awards Upon Restatement of Financial Results

The Company maintains strict audit policies and practices in order to identify, and ideally prevent, misconduct on the part of our employees as it relates to managing our business performance and reporting our financial results. In addition, we regularly conduct a risk assessment on our compensation programs and practices, and report on the results of this assessment to the Committee, as a means to ensure our programs do not create undue risk or exposure to the Company and its stockholders.

If, in the opinion of the independent directors of the Board, the Company's financial results require restatement due to the misconduct by one or more of the Company's executive officers (including the NEOs), the independent directors have the discretion to remedy the misconduct by directing the Company to recover all or a portion of any incentive compensation received by the executive as a result of the misconduct, as well as cancel all or a portion of the outstanding equity-based awards held by the executive (commonly referred to as a clawback policy). In addition, the independent directors may also seek to recoup any gains realized by the executive with respect to their equity-based awards, including

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exercised stock options and vested RSUs, regardless of when they were issued.

The independent directors may seek a number of remedies, all of which are subject to a number of conditions and include (i) the executive officer in question engaged in the intentional misconduct, (ii) the bonus or incentive compensation to be recouped was calculated based upon the financial results that were restated, and (iii) the incentive compensation calculated under the restated financial results is less than the amount actually paid or awarded.

In addition, the independent directors may take other disciplinary action, including, without limitation (i) adjustment of future compensation of the executive officer, (ii) termination of the executive officer's employment, (iii) pursuit of any and all remedies available in law and/or equity in any country, and (iv) pursuit of such other action as may fit the circumstances of the particular case. The independent directors may take into account penalties or

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punishments imposed by third parties, such as law enforcement agencies, regulators or other authorities. The independent directors' power to determine the appropriate punishment for the wrongdoers is in addition to, and not in replacement of, remedies imposed by such entities and is in addition to any right of recoupment against the CEO or CFO under Section 304 of the Sarbanes-Oxley Act of 2002.

Impact of Favorable Accounting and Tax Treatment on Compensation Program Design

Favorable accounting and tax treatment of the various elements of our total compensation program is an important, but not the sole, consideration in its design. Section 162(m) of the Internal Revenue Code limits the deductibility of certain items of compensation paid to the CEO and certain other highly compensated executive officers (together, the covered officers) to \$1,000,000 annually, unless such compensation qualifies as performance-based compensation. Our short-term and long-term incentive programs have been designed to provide for performance-based compensation. In particular, in order to satisfy the Section 162(m) qualification requirements, under our 2006 Plan, each year the Committee allocates an incentive pool equal to 5% of our consolidated operating earnings among the covered officers under our MIP. Once the amount of the pool and the specific allocations are determined at the end of the year, the Committee retains negative discretion to reduce (but not increase) the amount of any award payable from the incentive pool to the covered officers, as determined by the amount payable to each covered officer based on the MIP performance criteria and actual results. With respect to other performance-based awards under the 2006 Plan, we

are asking stockholders in Proposal No. 4 to reapprove the performance goals of the 2006 Plan so that such awards may continue to qualify for the performance-based exception to the Section 162(m) deductibility limit.

For 2010, the Committee exercised this discretion to reduce the value of the awards payable under the incentive pool to the value of each such covered officer's 2010 MIP award. For a discussion of the covered officers' 2010 MIP awards, see *Short-Term Incentives*. The Committee reserves the right to provide for compensation to executive officers that may not be deductible pursuant to Section 162(m).

Securities Trading Policy

Executives and certain other employees, including our NEOs, may not engage in any transaction in which they may profit from short-term speculative swings in the value of our securities. This anti-hedging policy includes short sales (in other words, selling borrowed securities that the seller hopes can be purchased at a lower price in the future) or short sales against the box (in other words, selling owned, but not yet delivered, securities), put and call options (in other words, publicly available rights to sell or buy securities within a certain period of time at a specified price), zero-cost collars (in other words, a type of strategy that secures a range of return with a floor and a cap), forward sale contracts (in other words, a privately negotiated agreement to deliver shares at a set price at some point in the future) and other hedging-related transactions. Our securities trading policy is applicable to all employees and is designed to ensure compliance with all applicable insider trading rules.

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The following Report of the Compensation and Leadership Committee on Executive Compensation and related disclosure shall not be deemed incorporated by reference by any general statement incorporating this Proxy Statement into any filing under the Securities Act of 1933 (the Securities Act) or under the Exchange Act, except to the extent that the Company specifically incorporates this information by reference, and shall not otherwise be deemed filed under such Acts.

REPORT OF THE COMPENSATION AND LEADERSHIP COMMITTEE ON EXECUTIVE COMPENSATION

Throughout 2010, Director Samuel C. Scott III was the Chair of, and Directors William R. Hambrecht, Judy C. Lewent (until May 3, 2010 when she did not stand for re-election) and James R. Stengel served on the Compensation and Leadership Committee (the Committee). Messrs. Hambrecht and Stengel each resigned from the Board of Directors and the Committee as of January 4, 2011, when the Company distributed the stock of Motorola Mobility Holdings, Inc. to stockholders. On January 4, 2011, Messrs. Hambrecht and Stengel became members of the Motorola Mobility Holdings, Inc. Board of Directors and Messrs. William J. Bratton (elected by the Board of Directors effective on January 4, 2011) and David W. Dorman were appointed to the Committee.

The Committee has reviewed and discussed the *Compensation Discussion and Analysis* required by Item 402(b) of Regulation S-K with Company management. Based on such review and discussions, the Committee recommended to the Board of Directors that the *Compensation Discussion and Analysis* be included in this Proxy Statement on Schedule 14A and incorporated by reference into Motorola Solutions' 2010 Annual Report on Form 10-K.

Respectfully submitted,

Samuel C. Scott III, *Chairman*

William J. Bratton

David W. Dorman

COMPENSATION AND LEADERSHIP COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Throughout 2010, Director Samuel C. Scott III was the Chair of, and Directors William R. Hambrecht, Judy C. Lewent (until May 3, 2010 when she did not stand for re-election) and James R. Stengel served on, the Committee. No member of the Committee was, during the fiscal year ended December 31, 2010, an officer, former officer or employee of the Company or any of our subsidiaries. We did not have any compensation committee interlocks in 2010.

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NAMED EXECUTIVE OFFICER COMPENSATION**2010 Summary Compensation Table**

<i>Name and Principal Position</i>	<i>Year</i>	<i>Salary (\$)⁽¹⁾</i>	<i>Bonus (\$) (d)</i>	<i>Stock Awards (\$)⁽²⁾</i>	<i>Option Awards (\$)⁽²⁾</i>	<i>Non-Equity Incentive Plan Compensation (\$)⁽³⁾</i>	<i>Change in Pension Value and Nonqualified Deferred Compensation Earnings</i>	<i>All Other Compensation (\$) (i)</i>	<i>Total (\$) (j)</i>
							<i>(h)</i>		
Gregory Q. Brown President and Chief Executive Officer	2010 2009	\$ 900,000 ⁽⁴⁾ 905,769 ⁽⁴⁾	\$ 0 0	\$ 3,310,653 2,356,136	\$ 3,356,730 4,004,000	\$ 5,927,500 836,931	6,108 ⁽⁵⁾ 0 ⁽⁵⁾	\$ 237,919 ⁽⁶⁾ 369,430 ⁽⁶⁾	\$ 13,738,910 8,472,266
Dr. Sanjay K. Jha Former Co-Chief Executive Officer and Chief Executive Officer, Mobile Devices and Home business	2010 2009 2008	900,000 ⁽⁴⁾ 905,769 ⁽⁴⁾ 484,615	426,000 ⁽⁴⁾ 1,750 ⁽⁸⁾ 0	2,978,145 1,344,000 ⁽⁹⁾ 33,850,305 ⁽¹¹⁾	7,045,358 0 69,698,513 ⁽¹¹⁾	1,278,000 ⁽⁴⁾ 1,200,000 ⁽¹⁰⁾ 2,400,000 ⁽⁴⁾	0 0 0	388,623 ⁽⁷⁾ 337,937 ⁽⁷⁾ 484,635 ⁽⁷⁾	13,016,126 3,789,456 106,918,068
Edward J. Fitzpatrick Senior Vice President, Chief Financial Officer	2010 2009	450,000 398,647	0 0	721,350 1,358,630	731,444 1,545,092	759,225 189,357	9,322 ⁽¹²⁾ 29,365 ⁽¹²⁾	509,267 ⁽¹³⁾ 156,300	3,180,608 3,677,391
Daniel M. Moloney Former Executive Vice President, President, Mobility Solutions	2010 2009	339,654 ⁽¹⁴⁾ 600,000	162,500 ⁽¹⁵⁾ 0	4,638,000 1,410,696	3,707,840 2,397,824	125,000 285,000	52,460 ⁽¹⁶⁾ 25,283 ⁽¹⁶⁾	4,900 ⁽¹⁷⁾ 10,405	9,030,354 4,729,208
Eugene A. Delaney Executive Vice President, President, Enterprise Mobility Solutions	2010 2009	575,000 569,500	0 0	1,316,292 1,965,274	1,334,538 3,018,368	1,638,770 270,512	473,230 ⁽¹⁸⁾ 764,552 ⁽¹⁸⁾	21,260 ⁽¹⁹⁾ 13,800	5,359,090 6,602,006
A. Peter Lawson Former Executive Vice President, General Counsel and Secretary	2010 2009 2008	540,000 540,000 540,000	0 0 0	551,661 824,772 473,500	559,002 1,401,312 454,800	1,628,820 256,500 205,200	3,533 ⁽²⁰⁾ 259,419 ⁽²⁰⁾ 0 ⁽²⁰⁾	14,900 ⁽²¹⁾ 12,500 16,900	3,297,916 3,294,503 1,690,400

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- (1) Salary includes amounts deferred pursuant to salary reduction arrangements under the 401(k) Plan.
- (2) The amounts in columns (e) and (f) reflect the aggregate grant date fair value of the stock and option awards granted in the respective fiscal year as computed in accordance with ASC Topic 718, excluding the effect of estimated forfeitures. Assumptions used in the calculation of these amounts are included in Note 8, *Share-Based Compensation Plans and Other Incentive Plans* in the Company's Form 10-K for the fiscal year ended December 31, 2010.
- (3) In 2010, the amounts in column (g) consist of awards earned by eligible Named Executive Officers at that time under the MIP and, for Messrs. Brown, Fitzpatrick, Delaney and Lawson, the LRIP. There were no payments under the 2008-2010 LRIP cycle since threshold performance was not met. However, payouts were generated with respect to the 2009-2011 and 2010-2012 LRIP cycles when the cycles were cancelled due to the Separation. The performance was measured under the 2009-2011 LRIP and 2010-2012 LRIP cycles as of January 3, 2011 and pro rata payments will be made to eligible participants in 2012 and 2013 respectively. For 2010, the amounts in column (g) for Dr. Jha and Mr. Moloney are awards earned under the MIP; for all other Named Executive Officers, earned payments during fiscal year 2010 are as follows:

	Mr. Brown	Mr. Fitzpatrick	Mr. Delaney	Mr. Lawson
2010 MIP	\$ 2,500,000	\$ 487,350	\$ 628,187	\$ 584,820
2009-2011 Prorated LRIP	\$ 3,150,000	\$ 211,875	\$ 943,500	\$ 999,000
2010-2012 Prorated LRIP	\$ 277,500	\$ 60,000	\$ 67,083	\$ 45,000
TOTAL	\$ 5,927,500	\$ 759,225	\$ 1,638,770	\$ 1,628,820

Mr. Lawson left the Company on January 7, 2011, and is eligible for the LRIP payments pursuant to the terms of the LRIP. For 2009 and 2008, the amounts in column (g) are the awards earned under the MIP. There were no payments under any LRIP in 2009 or 2008.

- (4) Mr. Brown and Dr. Jha's 2010 base salary remained at the 2009 reduced level. Mr. Brown and Dr. Jha voluntarily decided to take a 25% decrease in base salary for 2009 and forego any 2008 bonuses under MIP, including Dr. Jha's contractually guaranteed cash bonus of \$2,400,000 pursuant to his employment agreement. Although Dr. Jha was not paid the 2008

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contractually guaranteed cash bonus amount, it has been included for 2008 to reflect total amounts agreed to be paid to Dr. Jha prior to his decision to forego the cash bonus. In 2010, Dr. Jha chose to forego the \$426,000 discretionary bonus awarded by Motorola Mobility Holdings, Inc., as well as \$278,000 of his \$1,278,000 MIP award, resulting in a net payment of \$1,000,000.

- (5) For 2010, this amount is the aggregate change in present value from December 31, 2009 to December 31, 2010 of Mr. Brown's benefits under all pension plans. During that period, the change in present value of his benefit under the Pension Plan was \$6,108 and under the MSPP was \$0. For 2009, the aggregate change in present value from December 31, 2008 to December 31, 2009 of Mr. Brown's benefits under all pension plans was negative and is therefore reflected as \$0. During that period, the change in present value of his benefits under the Pension Plan was \$24,829 and under the MSPP was (\$82,475). The negative MSPP present value is a result of the Company freezing all future benefit accruals and compensation increases under the MSPP, effective March 1, 2009, when calculated with the assumptions under SEC rules. For 2008, the aggregate change in present value from December 31, 2007 to December 31, 2008 of Mr. Brown's benefits under the Pension Plan was \$7,030 and under the MSPP was \$18,060.
- (6) This amount consists of Company perquisite costs for Mr. Brown of \$237,919, including \$133,530 for personal use of Company aircraft, \$16,748 for personal use of car and driver, \$42,148 for legal fees, security system monitoring, financial planning, guest attendance at a Company event and 401(k) matching contributions, and of tax gross up costs of \$26,274 for legal fees and \$575 for guest attendance at a Company event. The incremental cost to the Company for Mr. Brown's personal use of Company aircraft is calculated by multiplying the number of hours Mr. Brown travels in a particular plane by the direct cost per flight hour per plane. Direct costs include fuel, maintenance, labor, parts, loading and parking fees, catering and crew. The incremental cost to the Company for Mr. Brown's personal use of a car and driver is calculated by adding the costs for the driver, including salary and benefits, on a pro rata basis to the cost of fuel for driving to and from work and Company events. The 2009 and 2008 amounts previously reported did not include certain legal fees and the related tax gross up paid by the Company. The amounts have been corrected to include \$5,989 in legal fees and a \$3,733 tax gross up for 2009, and \$78,271 in legal fees and a \$48,792 tax gross up for 2008.
- (7) This amount consists of Company perquisite costs for Dr. Jha of \$388,623, including \$186,189 for personal use of Company aircraft, \$61,243 in relocation benefits, \$50,633 for personal use of car and driver, \$25,348 for legal fees and costs for security system monitoring, guest attendance at a Company event and 401(k) matching contributions, and of tax gross up costs, including \$38,398 for relocation benefits, \$15,802 for legal fees and \$959 for guest attendance at a Company event. The incremental cost to the Company for Dr. Jha's personal use of Company aircraft and car and driver are calculated in the same manner as set forth for Mr. Brown. The amount reported for personal use of Company aircraft is net of a reimbursement made by Dr. Jha pursuant to the Aircraft Time Sharing Agreement dated May 4, 2009 between the Company and Dr. Jha, as previously disclosed in the Company's quarterly report on Form 10-Q filed on May 6, 2009. The 2009 and 2008 amounts previously reported did not include certain legal fees and the related tax gross up paid by the Company. The amounts have been corrected to include \$2,194 legal fees and a \$1,368 tax gross up for 2009, and \$44,684 legal fees and a \$27,855 tax gross up for 2008.
- (8) This amount consists of two intellectual property awards under the Company's patent award program.
- (9) This amount is the aggregate grant date fair value of RSUs granted to Dr. Jha on February 11, 2009. In December 2008, when Dr. Jha decided to voluntarily forego his 2008 contractually guaranteed cash bonus, the Compensation and Leadership Committee decided to make a grant of RSUs to Dr. Jha in the first quarter of 2009 with a value equal to: \$2,400,000, less the amount of cash that would have been payable to Mr. Brown under MIP had he also not foregone his 2008 bonus under MIP. The total cash value of the award was determined on February 11, 2009 to be \$1,344,000.

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- (10) This amount reflects Dr. Jha's 2009 contractually guaranteed cash bonus pursuant to his employment agreement.
- (11) These amounts are the aggregate grant date fair value of equity awards granted in connection with Dr. Jha's employment agreement on August 4, 2008.
- (12) This amount is the aggregate change in present value from December 31, 2009 to December 31, 2010 of Mr. Fitzpatrick's benefits under all pension plans, including benefits under the General Instrument Pension Plan. For 2010, the change in the present value of his benefit under the Motorola Solutions Pension Plan was \$7,913 and under the General Instrument Pension Plan was \$1,409. The change in present value of his benefit under the MSPP was \$0. For 2009, the change in the present value of his benefit under the Motorola Solutions Pension Plan was \$28,808 and under the General Instrument Pension Plan was \$2,473. There was a negative change in present value of his benefit under the MSPP of (\$1,916). The negative MSPP present value is a result of the Company freezing all future benefit accruals and compensation increases under the plan effective March 1, 2009, when calculated with the assumptions under SEC rules.

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- (13) This amount consists of Company perquisite costs for Mr. Fitzpatrick, including \$391,828 in relocation benefits, guest attendance at a Company event, Company contributions to the 401(k) Plan and costs for financial planning, and a tax gross up of \$103,464 for relocation benefits.
- (14) Mr. Moloney's 2010 salary is for a partial year. Mr. Moloney left the Company on March 5, 2010, and re-joined us on September 1, 2010. His annualized salary upon his return was set at \$650,000.
- (15) Mr. Moloney's 2010 bonus is a sign-on bonus. This amount represents one-half of the contractually agreed sign-on bonus. The remaining \$162,500 will be paid by Motorola Mobility in March 2011 provided Mr. Moloney remains an employee of Motorola Mobility.
- (16) For 2010, this number is the aggregate change in present value from December 31, 2009 to December 31, 2010 of Mr. Moloney's benefits under all pension plans, including benefits under the General Instrument Pension Plan and the General Instrument SERP plan (GI SERP). During 2010, the change in the present value of his benefits under the Motorola Solutions Pension Plan was \$12,940 and under the MSPP was \$0. The change in present value of his benefit under the General Instrument Pension Plan was \$19,235 and under the GI SERP was \$8,594. In 2010, Mr. Moloney also had \$11,691 in earnings on nonqualified deferred compensation in excess of the threshold for 2010 above-market earnings established pursuant to SEC rules. For 2009, the change in the present value of his benefits under the Motorola Solutions Pension Plan was \$46,849 and under the MSPP was (\$142,336). The change in present value of his benefit under the General Instrument Pension Plan was \$32,799 and under the GI SERP was \$14,655. The negative MSPP present value is a result of the Company freezing all future benefit accruals and compensation increases under the MSPP, effective March 1, 2009, when calculated with the assumptions under SEC rules. For 2008, the aggregate change in present value from December 31, 2007 to December 31, 2008 of Mr. Moloney's benefits under the Motorola Solutions Pension Plan was \$8,763, under the MSPP was \$13,953, under the General Instrument Pension Plan was \$11,145 and under the GI SERP was \$4,979. In connection with the Company's acquisition of General Instrument Corporation in January of 2000, the value of Mr. Moloney's benefits under the General Instrument Pension Plan and the GI SERP were frozen as of December 31, 2000.
- (17) This amount consists of Company contributions to the 401(k) Plan.
- (18) The aggregate change in present value from December 31, 2009 to December 31, 2010 of Mr. Delaney's benefits under the Motorola Solutions Pension Plan was \$47,044 and under the Motorola Elected Officers Supplementary Plan was \$294,917. In 2010, Mr. Delaney also had \$131,269 in earnings on nonqualified deferred compensation in excess of the threshold for 2010 above-market earnings established pursuant to SEC rules. For 2009, the change in present value of benefits under the Motorola Solutions Pension Plan was \$124,268 and under the Motorola Elected Officers Supplementary Plan was \$471,267. In 2009, Mr. Delaney also had \$169,017 in earnings on nonqualified deferred compensation in excess of the threshold for 2009 above-market earnings.
- (19) This amount consists of Company perquisite costs for Mr. Delaney for financial planning, income imputed for guest attendance at Company events, Company contributions to the 401(k) Plan, and a tax gross up of \$1,858 for guest attendance at Company events.
- (20) For 2010, the aggregate change in present value from December 31, 2009 to December 31, 2010 of Mr. Lawson's benefits under the Motorola Solutions Pension Plan was \$91,036 and under the Motorola Elected Officers Supplementary Plan was (\$87,503). The negative change in present value under this plan was due to the increase in offset because of the smaller early retirement deduction. For 2009, the aggregate change in present value of benefits under the Motorola Pension Plan was \$173,854 and under the Motorola Elected Officers

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Supplementary Plan was \$85,565. For 2008, the aggregate change in present value of Mr. Lawson's benefits under all pension plans was negative and is therefore reflected as \$0. During that period, there was a negative change in present value of his benefit under the Motorola Solutions Pension Plan of (\$20,250) and a negative change in the present value of his benefit under the Motorola Elected Officers Supplementary Plan of (\$61,413).

(21) This amount consists of Company perquisite costs for Mr. Lawson for financial planning and Company contributions to the 401(k) Plan.

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The following table presents information with respect to each award of plan-based compensation to each NEO in 2010. All share-based amounts and exercise prices reflect the adjustments in connection with the Separation and the Reverse Stock Split.

Grants of Plan-Based Awards in 2010

Name (a)	Grant Type	Grant Date (b)	Estimated Future Payouts Under Non-Equity Incentive Plan Award			All Other Stock Awards: Number of Shares of Stock or Units # ⁽¹⁾ (i)	All Other Option Awards: Number of Securities Underlying Options # ⁽²⁾ (j)	Exercise or Base Price of Option Awards (\$/Sh) ⁽³⁾ (k)	Grant Date Fair Value of Stock and Option Awards(\$) (l)
			Threshold (\$) (c)	Target (\$) (d)	Maximum (\$) (e)				
Gregory Q. Brown	MIP	01/01/2010 ⁽⁴⁾	\$ 0	\$ 1,980,000	\$ 3,346,200				
	LRIP	01/01/2010 ⁽⁵⁾	832,500	3,330,000	6,660,000				
	Equity	05/05/2010				114,735 ⁽⁶⁾	264,635 ⁽⁷⁾	\$ 28.86	\$ 6,667,383
Sanjay K. Jha	MIP	01/01/2010 ⁽⁴⁾	0	1,800,000	3,042,000				
	LRIP	01/01/2010							
	Equity	05/05/2010				103,211 ⁽⁸⁾	555,437 ⁽⁹⁾	28.86	10,023,503
Edward J. Fitzpatrick	MIP	01/01/2010 ⁽⁴⁾	0	427,500	722,475				
	LRIP	01/01/2010 ⁽⁵⁾	180,000	720,000	1,440,000				
	Equity	05/05/2010				24,999 ⁽⁶⁾	57,665 ⁽⁷⁾	28.86	1,452,794
Daniel M. Moloney	MIP	01/01/2010 ⁽⁴⁾	0	212,500	359,125				
	LRIP	01/01/2010							
	Equity	09/01/2010				142,853 ⁽¹⁰⁾	285,706 ⁽¹¹⁾	32.47	8,345,840
Eugene A. Delaney	MIP	01/01/2010 ⁽⁴⁾	0	546,250	923,162				
	LRIP	01/01/2010 ⁽⁵⁾	201,250	805,000	1,610,000				
	Equity	05/05/2010				45,617 ⁽⁶⁾	105,211 ⁽⁷⁾	28.86	2,650,830
A. Peter Lawson	MIP	01/01/2010 ⁽⁴⁾	0	513,000	866,970				
	LRIP	01/01/2010 ⁽⁵⁾	135,000	540,000	1,080,000				
	Equity	05/05/2010				19,118 ⁽⁶⁾	44,070 ⁽⁷⁾	28.86	1,110,663

(1) In the aggregate, the RSUs described in this table represent approximately 0.13% of the total shares of Common Stock outstanding on January 31, 2011. RSUs granted on or after May 1, 2006 are not eligible for dividend equivalent rights. Each of these RSU awards were granted under the 2006 Plan. All RSUs entitle the holder to acquire shares of Common Stock and were valued at the fair market value at the time of the grant. The fair market value for all equity award grants on or after March 1, 2007 is defined as the closing price for a share of our Common Stock on the date of grant.

(2) In the aggregate, the options described in this table are exercisable for approximately 0.39% of the total shares of Common Stock outstanding on January 31, 2011. Each of these option awards were granted under the 2006 Plan. All options entitle the holder to acquire shares of Common Stock at the exercise price determined on the grant date. The options carry the right to elect to have shares withheld upon exercise and/or to deliver previously-acquired shares of Common Stock to satisfy tax-withholding requirements. Options may be transferred to family members or certain entities in which family members have an interest. These options expire at the end of ten years, however they could expire or be cancelled earlier in certain situations.

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- (3) The exercise price of option awards is based on the fair market value of our Common Stock at the time of grant which is the closing price for a share of our Common Stock on the date of grant.

- (4) These 2010 grants are made pursuant to the MIP for the 2010 plan year and are payable in cash. The MIP is the Company's annual pay-for-performance bonus plan that is based upon a formula that combines Company performance and individual performance. For a discussion of the MIP, including the targets and plan mechanics, see *Compensation Discussion and Analysis*. Awards may be \$0 under the formula if the threshold level of performance is not attained. Target payouts assume individual and business performance factors of 1.0. Maximum payouts assume individual and business performance factors of 1.3. Awards under the MIP for NEOs are determined using their base salary for the plan year.

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- (5) These grants are for the 2010-2012 cycle under the LRIP. Awards under the 2010-2012 LRIP cycle are determined in dollars but, at the discretion of the Compensation and Leadership Committee, may be paid in cash or Common Stock. For a discussion of the LRIP, including the targets and plan mechanics, see *Compensation Discussion and Analysis*. The amounts in the table represent 2010 performance which may be reduced to \$0 at the end of the three-year cycle based upon total cycle performance. The amounts under *Threshold* assume the minimum performance level necessary to generate an award was achieved. The amounts under *Target* assume the target level of performance is achieved. The amounts under *Maximum* will be payable if Motorola's three-year total shareholder return ranks first or second amongst the peer companies. On July 26, 2010, the LRIP was amended to provide that, if the date of the Separation occurred prior to December 31, 2011, each outstanding performance cycle under the LRIP would terminate for all participants at the Separation. Earned awards for each such performance cycle were determined based on the Company's performance through the Separation. In addition, each participant's awards for such performance cycles were pro-rated based on the participant's number of completed months of employment within the performance cycle through the Distribution Date, divided by 36. The amendments to the LRIP also provided that all earned awards will be paid in cash.
- (6) On May 5, 2010, as part of the Company's annual broad-based employee equity grant, Mr. Brown was granted 114,735 RSUs, Mr. Fitzpatrick was granted 24,999 RSUs, Mr. Delaney was granted 45,617 RSUs and Mr. Lawson was granted 19,118 RSUs. The restrictions on these RSUs lapse in three equal annual installments beginning on May 5, 2011. On January 7, 2011, when Mr. Lawson left the Company, 14,870 RSUs were forfeited.
- (7) On May 5, 2010, as part of the Company's annual broad-based employee equity grant, Mr. Brown was granted 264,635 options, Mr. Fitzpatrick was granted 57,665 options, Mr. Delaney was granted 105,211 options, and Mr. Lawson was granted 44,070 options. The options vest and become exercisable in three equal annual installments beginning on May 5, 2011. The options expire on May 5, 2020, 10 years from the date of grant. On January 7, 2011, when Mr. Lawson left the Company, 34,277 options were forfeited.
- (8) Dr. Jha was granted 103,211 RSUs as part of the Company's annual broad-based employee equity grant on May 5, 2010. The restrictions on these RSUs lapse in three equal annual installments beginning on May 5, 2011. These RSUs were substituted with RSUs of equal value in Motorola Mobility stock on January 4, 2011 in connection with the Separation. On that date, Dr. Jha received 120,375 substitute RSUs of Motorola Mobility, on the same terms, conditions and vesting schedule as the original award.
- (9) Dr. Jha was granted 555,437 options as part of the Company's annual broad-based employee equity grant on May 5, 2010. The restrictions on these options lapse in three equal annual installments beginning on May 5, 2011. These options were substituted with options of equal value in Motorola Mobility stock on January 4, 2011 in connection with the Separation. On that date, Dr. Jha received 647,804 substitute options to purchase shares of Motorola Mobility, at an exercise price of \$24.75 and on the same terms, conditions and vesting schedule as the original award.
- (10) Mr. Moloney was granted 142,853 RSUs on September 1, 2010 in conjunction with his new hire grant. The restrictions on these RSUs lapse in three equal annual installments beginning on August 30, 2011. These RSUs were substituted with RSUs of equal value in Motorola Mobility stock on January 4, 2011 in connection with the Separation. On that date, Mr. Moloney received substitute 166,609 RSUs of Motorola Mobility, on the same terms, conditions and vesting schedule as the original award.
- (11) Mr. Moloney was granted 285,706 options on September 1, 2010 in conjunction with his new hire grant. The restrictions on these options lapse in three equal annual installments beginning on August 30, 2011. These options were substituted with options of equal value in Motorola Mobility stock on January 4, 2011 in connection with the Separation. On that date, Mr. Moloney received substitute 333,218

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options to purchase shares of Motorola Mobility, at an exercise price of \$27.84, on the same terms, conditions and vesting schedule as the original award.

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Outstanding Equity Awards at 2010 Fiscal Year-End

All share-based amounts and exercise prices below have been adjusted to reflect the Separation and the Reverse Stock Split. The amounts for Dr. Jha and Mr. Moloney were substituted with awards of Motorola Mobility on January 4, 2011.

Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable (Vested) (b)	Number of Securities Underlying Unexercised Options (#) Unvested (c)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#) (d)	Option Exercise Price (\$) (e)	Option Expiration Date (f)	Number of Shares or Units of Stock That Have Not Vested (#) ⁽¹⁾ (g)	Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽¹⁾ (h)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Rights That Have Not Vested (#) (i)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested (\$) ⁽¹⁾ (j)
Gregory Q. Brown	53,217 ⁽²⁾	0		\$ 32.51	01/01/2013	373,104 ⁽³⁾	\$ 13,816,041		
	23,282 ⁽⁴⁾	0		30.56	05/06/2013				
	84,815 ⁽⁵⁾	0		68.48	05/04/2014				
	95,235 ⁽⁶⁾	0		64.98	05/03/2015				
	83,331 ⁽⁷⁾	0		89.26	05/03/2016				
	71,426 ⁽⁸⁾	23,809 ⁽⁸⁾		73.88	04/05/2017				
			161,745 ⁽⁹⁾	55.91	01/31/2018				
	368,347 ⁽¹⁰⁾	184,174 ⁽¹⁰⁾		40.33	08/27/2018				
	89,531 ⁽¹¹⁾	44,766 ⁽¹¹⁾		40.33	08/27/2018				
	0	270,826 ⁽¹²⁾		26.13	05/07/2019				
	0	264,635 ⁽¹³⁾		28.86	05/05/2020				
Sanjay K. Jha	2,634,035 ⁽¹⁴⁾	1,317,023 ⁽¹⁴⁾		41.25	08/04/2018	394,268 ⁽¹⁵⁾	14,599,744		
	0	555,437 ⁽¹³⁾		28.86	05/05/2020				
Edward J. Fitzpatrick	5,986 ⁽¹⁶⁾	0		170.17	01/12/2015	66,429 ⁽¹⁷⁾	2,459,866		
	279 ⁽¹⁸⁾	0		54.16	03/16/2011				
	279 ⁽¹⁹⁾	0		54.27	05/07/2012				
	565 ⁽⁴⁾	0		30.56	05/06/2013				
	3,193 ⁽⁵⁾	0		68.48	05/04/2014				
	2,618 ⁽⁶⁾	0		64.98	05/03/2015				
	4,761 ⁽⁷⁾	0		89.26	05/03/2016				
	1,115 ⁽²⁰⁾	1,117 ⁽²⁰⁾		43.10	05/06/2018				
	4,761 ⁽²¹⁾	0		18.53	12/17/2013				
	7,440	22,321 ⁽²²⁾		18.11	01/20/2019				
	9,888	19,777 ⁽²³⁾		26.13	05/07/2019				
	0	47,617 ⁽²⁴⁾		37.18	11/10/2019				
	0	57,665 ⁽¹³⁾		28.86	05/05/2020				
Daniel M. Moloney	0	285,706 ⁽²⁵⁾		32.47	09/01/2020	142,853 ⁽²⁶⁾	5,289,847		
Eugene A. Delaney	27,939 ⁽²⁷⁾	0		164.77	01/31/2015	115,328 ⁽²⁸⁾	4,270,596		
	13,304 ⁽²⁹⁾	0		58.18	09/20/2011				

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39,913 ⁽¹⁹⁾	0	54.27	05/07/2012
79,826 ⁽⁵⁾	0	68.48	05/04/2014
23,808 ⁽⁶⁾	0	64.98	05/03/2015
11,904 ⁽⁷⁾	0	89.26	05/03/2016
8,928 ⁽³⁰⁾	2,976 ⁽³⁰⁾	74.35	05/08/2017
14,880 ⁽²⁰⁾	14,881 ⁽²⁰⁾	43.10	05/06/2018
0	47,617 ⁽³¹⁾	20.71	01/28/2019
56,418 ⁽²³⁾	112,839 ⁽²³⁾	26.13	05/07/2019
0	105,211 ⁽¹³⁾	28.86	05/05/2020

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PROXY STATEMENT

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Option Awards

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