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MOTOROLA INC
Form S-3MEF
October 25, 2001

As filed with the Securities and Exchange Commission on October 25, 2001
Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MOTOROLA, INC.

(Exact Name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

36-1115800
(I.R.S. Employer
Identification No.)

1303 East Algonquin Road
Schaumburg, Illinois 60196
(847) 576-5000

(Address and telephone number
of Registrant's principal executive offices)

Copies of communications to:

Carl F. Koenemann
Executive Vice President
and Chief Financial Officer
1303 East Algonquin Road
Schaumburg, Illinois 60196
(847) 576-5000

Jeffrey A. Brown
Senior Counsel
1303 East Algonquin Road
Schaumburg, Illinois 60196
(847) 576-5014

Oscar A. David
R. Cabell Morris, Jr.
Winston and Strawn
35 West Wacker Drive
Chicago, Illinois 60601
(312) 558-5600

Approximate date of commencement of proposed sale to the public: As soon as
practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box. []

If any of the securities being registered on this Form are to be offered on
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, other than securities offered only in connection with dividend or interest
reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, check the following box and
list the Securities Act registration statement number of the earlier effective
registration statement for the same offering. [X] 333-58176

If this Form is a post-effective amendment filed pursuant to Rule 462(c)
under the Securities Act, check the following box and list the Securities Act

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registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to Be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Debt Securities, Common Stock, par value \$3 per share, Stock Purchase Contracts and Stock Purchase Units.....	\$400,000,000		\$400,000,000	\$100,000

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, by Motorola, Inc. with the Securities and Exchange Commission. This Registration Statement hereby incorporates in its entirety by reference the contents of the Registration Statement on Form S-3 (No. 333-58176).

CERTIFICATION

Motorola hereby certifies to the Commission that it has instructed its bank to pay the Commission the filing fee of \$100,000 for the additional securities being registered hereby as soon as practicable (but in any event no later than the close of business on October 26, 2001); that it will not revoke such instructions; that it has sufficient funds in the relevant account to cover the amount of the filing fee; and that it undertakes to confirm receipt of such instructions by the bank by no later than October 26, 2001.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement, or amendment thereto, to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Schaumburg and the State of Illinois, on the 25th day of October, 2001.

MOTOROLA, INC.

By: /s/ CARL F. KOENEMANN

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Carl F. Koenemann
 Executive Vice President
 and Chief Financial Officer

* * * *

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and as of the dates indicated.

Signature -----	Title -----	Date ----
* ----- Christopher B. Galvin	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	October 25, 2001
/s/ CARL F. KOENEMANN ----- Carl F. Koenemann	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	October 25, 2001
* ----- Anthony M. Knapp	Senior Vice President and Controller (Principal Accounting Officer)	October 25, 2001
* ----- Ronnie C. Chan	Director	October 25, 2001
* ----- H. Laurance Fuller	Director	October 25, 2001
* ----- Robert L. Growney	Director	October 25, 2001
* ----- Anne P. Jones	Director	October 25, 2001

Signature -----	Title -----	Date ----
* ----- Judy C. Lewent	Director	October 25, 2001
* ----- Dr. Walter E. Massey	Director	October 25, 2001
* -----	Director	October 25, 2001

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Nicholas Negroponte

*

Director

October 25, 2001

John E. Pepper, Jr.

*

Director

October 25, 2001

Samuel C. Scott III

*

Director

October 25, 2001

B. Kenneth West

*

Director

October 25, 2001

Dr. John A. White

*By /s/ CARL F. KOENEMANN

Carl F. Koenemann
as Attorney-In-Fact

EXHIBIT INDEX

Exhibit	Exhibit Descriptions
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5	Opinion and Consent of Jeffrey A. Brown, Esq.
23.1	Consent of Jeffrey A. Brown (included as part of Exhibit 5).
23.2	Consent of KPMG LLP.
24	Powers of Attorney filed as Exhibit 24 to Registration Statement No. 333-58176 are hereby incorporated by reference.