

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ICAHN CARL C</u> (Last) (First) (Middle) <u>C/O ICAHN ASSOCIATES CORP.</u> <u>767 FIFTH AVE., SUITE 4700</u> (Street) <u>NEW YORK NY 10153</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MOTRICITY INC [MOTR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/17/2010</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/17/2010		P		1,000,000 ⁽¹⁾⁽²⁾	A	\$9.3	4,438,553 ⁽³⁾⁽⁴⁾	I	please see footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>ICAHN CARL C</u> (Last) (First) (Middle) <u>C/O ICAHN ASSOCIATES CORP.</u> <u>767 FIFTH AVE., SUITE 4700</u> (Street) <u>NEW YORK NY 10153</u> (City) (State) (Zip)
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1. Name and Address of Reporting Person*

[ICAHN ENTERPRISES L.P.](#)

(Last) (First) (Middle)

445 HAMILTON AVENUE
SUITE 1210

(Street)

WHITE PLAINS NY 10601

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BARBERRY CORP.](#)

(Last) (First) (Middle)

445 HAMILTON AVENUE
SUITE 1210

(Street)

WHITE PLAINS NY 10601

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BECKTON CORP](#)

(Last) (First) (Middle)

445 HAMILTON AVENUE
SUITE 1210

(Street)

WHITE PLAINS NY 10601

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ICAHN ENTERPRISES G.P. INC.](#)

(Last) (First) (Middle)

445 HAMILTON AVENUE
SUITE 1210

(Street)

WHITE PLAINS NY 10601

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[KOALA HOLDING LP](#)

(Last) (First) (Middle)

445 HAMILTON AVENUE
SUITE 1210

(Street)

WHITE PLAINS NY 10601

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
KOALA HOLDING GP CORP.		
(Last)	(First)	(Middle)
445 HAMILTON AVENUE SUITE 1210		
(Street)		
WHITE PLAINS	NY	10601
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
HIGH RIVER LIMITED PARTNERSHIP		
(Last)	(First)	(Middle)
445 HAMILTON AVENUE SUITE 1210		
(Street)		
WHITE PLAINS	NY	10601
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
Hopper Investments LLC		
(Last)	(First)	(Middle)
445 HAMILTON AVENUE SUITE 1210		
(Street)		
WHITE PLAINS	NY	10601
(City) (State) (Zip)		

Explanation of Responses:

- High River Limited Partnership ("High River") is the direct beneficial owner of these securities. These securities were purchased by High River directly from Motricity, Inc. in connection with its initial public offering. Hopper Investments, LLC ("Hopper"), by virtue of owning 100% of the general partnership interests of High River, may be deemed to beneficially own the securities as to which High River possesses direct beneficial ownership. Hopper disclaims beneficial ownership of such securities for all purposes. Barberrry Corp. ("Barberrry"), by virtue of being the sole member of Hopper, may be deemed to beneficially own the securities, as to which Hopper possesses indirect beneficial ownership.
- Barberrry disclaims beneficial ownership of such securities for all purposes. Mr. Carl C. Icahn, by virtue of owning 100% of the equity interests of Barberrry, may be deemed to beneficially own the securities, as to which Barberrry possesses indirect beneficial ownership. Mr. Carl C. Icahn disclaims beneficial ownership of such securities for all other purposes.
- Includes 1,000,000 shares of common stock of Motricity, Inc. held by High River as described in footnotes 1 and 2, and 3,438,553 shares of common stock of Motricity, Inc. held by Koala Holding LP ("Koala"). Koala Holding GP Corp. ("Koala GP"), by virtue of owning 100% of the general partnership interests of Koala, may be deemed to beneficially own the securities as to which Koala possesses direct beneficial ownership. Koala GP disclaims beneficial ownership of such securities for all purposes. Barberrry, by virtue of owning 100% of the equity interests of Koala GP, may be deemed to beneficially own the securities, as to which Koala GP possesses indirect beneficial ownership.
- Barberrry disclaims beneficial ownership of such securities for all purposes. Mr. Carl C. Icahn, by virtue of owning 100% of the equity interests of Barberrry, may be deemed to beneficially own the securities, as to which Barberrry possesses indirect beneficial ownership. Mr. Carl C. Icahn disclaims beneficial ownership of such securities for all other purposes.

Remarks:

CARL C. ICAHN	06/21/2010
ICAHN ENTERPRISES L.P.	06/21/2010
BARBERRY CORP.	06/21/2010
BECKTON CORP.	06/21/2010
ICAHN ENTERPRISES G.P. INC.	06/21/2010
KOALA HOLDING LP	06/21/2010
KOALA HOLDING GP CORP.	06/21/2010
HIGH RIVER LIMITED PARTNERSHIP	06/21/2010
HOPPER INVESTMENTS LLC	06/21/2010

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

**** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).**

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.