

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)**

ON Semiconductor Corporation

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(Name of Issuer)

Common Stock, par value \$.01

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(Title of Class of Securities)

682189105

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(CUSIP Number)

December 31, 2003

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of above person

Motorola, Inc.

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2. Check the Appropriate Box if a Member of a Group  
(a)   
(b)
- 

3. SEC Use Only
- 

4. Citizenship or Place of Organization

Delaware

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5. Sole Voting Power

Not applicable.

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NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. Shared Voting Power

Not applicable.

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7. Sole Dispositive Power

Not applicable.

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8. Shared Dispositive Power

Not applicable.

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

Not applicable.

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

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11. Percent of Class Represented by Amount in Row (9)

Not applicable. Less than 5%.

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12. Type of Reporting Person

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**Item 1(a) Name of Issuer:** ON Semiconductor Corporation

**1(b) Address of Issuer's Principal Executive Offices:**

5005 E. McDowell Road  
Phoenix, AZ 85008

**Item 2(a) Name of Person Filing:** Motorola, Inc. ("Motorola")

**Item 2(b) Address of Principal Business Office, or, if none, residence:**

1303 East Algonquin Road  
Schaumburg, IL 60196

**Item 2(c) Citizenship:**

Delaware Corporation

**2(d) Title of Class of Securities:**

Common Stock, \$.01 Par Value

**2(e) CUSIP Number:** 682189105

**Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

Not applicable.

**Item 4 Ownership:**

Not applicable.

**Item 5 Ownership of five percent or less of a class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

**Item 6 Ownership of more than five percent on behalf of another person:**

Not Applicable.

**Item 7 Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company:**

Not Applicable.

**Item 8 Identification and classification of members of the group:**

Not Applicable.

**Item 9 Notices of dissolution of group:**

Not Applicable.

**Item 10. Certification:**

Not Applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

MOTOROLA, INC.

Date: January 22, 2004

By: /s/ Carol H. Forsyte

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Name: Carol H. Forsyte  
Title: Vice President, Corporate and  
Securities, Law Department