

CAVALLUCCI EUGENE S
Form 4
February 01, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CAVALLUCCI EUGENE S

2. Issuer Name and Ticker or Trading Symbol
HARRIS CORP /DE/ [HRS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

HARRIS CORPORATION, 1025 W. NASA BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

VP - General Counsel

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MELBOURNE, FL 32919

(City) (State) (Zip)

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 | (D) | Price |
| Common Stock, Par Value \$1.00 | 01/30/2006 | | M | | 1,008 | A | \$ 13.9236 |
| Common Stock, Par Value \$1.00 | 01/30/2006 | | M | | 3,526 | A | \$ 19.5951 |
| Common Stock, Par Value \$1.00 | 01/30/2006 | | M | | 5,510 | A | \$ 15.4549 |

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Common
 Stock, Par Value \$1.00
 01/30/2006 S 10,044 D \$ 45.53 27,475.61 ⁽¹⁾ D

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

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 control number.

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 (9-02)

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 Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 13.9236 | 01/30/2006 | | M | 1,008 | 08/23/1999 08/23/2006 | Common Stock, Par Value \$1.00 | 1,008 |
| Non-Qualified Stock Option (right to buy) | \$ 19.5951 | 01/30/2006 | | M | 3,526 | 08/22/2000 08/22/2007 | Common Stock, Par Value \$1.00 | 3,526 |
| Non-Qualified Stock Option (right to buy) | \$ 15.4549 | 01/30/2006 | | M | 5,510 | 08/28/2001 08/28/2008 | Common Stock, Par Value \$1.00 | 5,510 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CAVALLUCCI EUGENE S HARRIS CORPORATION 1025 W. NASA BOULEVARD MELBOURNE, FL 32919 | | | VP - General Counsel | |

Signatures

/s/ Eugene S.
Cavallucci

02/01/2006

__Signature of Reporting
Person

Date

Explanation of Responses:

- * 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).

- (1) Aggregate of 27,475.61 shares listed in Column 5 of Table I includes: (a) 12,800 performance shares previously reported and subject to adjustment; (b) 6,000 restricted shares previously reported and subject to vesting; (c) 11.70 shares acquired through the Harris Corporation 401(k) Retirement Plan from 9/2/05 through 11/16/05; and (d) 21.11 shares acquired through the Harris Corporation Dividend Reinvestment Plan from 9/16/05 through 12/2/05.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.