

FOX SHELDON J
Form 4
August 30, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FOX SHELDON J

(Last) (First) (Middle)

HARRIS CORPORATION, 2400
PALM BAY ROAD, N.E.

(Street)

PALM BAY, FL 32905

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/26/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Group Pres. - Govt. Comms. Sys

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

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 Ownership (Instr. 4)
Common Stock, Par Value \$1.00	08/26/2011		A	840 ⁽¹⁾	A \$ 0	29,890.89	D
Common Stock, Par Value \$1.00	08/26/2011		F	1,327 ⁽²⁾	D \$ 37.69	28,563.89 ⁽³⁾	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**

SEC 1474
(9-02)

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displays a currently valid OMB control
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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 Ar Underlying Se (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (Right to Buy)	\$ 37.69	08/26/2011		A		30,900		08/26/2014 ⁽⁴⁾	08/26/2021	Common Stock, Par Value \$1.00
Performance Stock Units	\$ 0 ⁽⁵⁾	08/26/2011		A		8,400		⁽⁵⁾	⁽⁵⁾	Common Stock, Par Value \$1.00

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FOX SHELDON J HARRIS CORPORATION 2400 PALM BAY ROAD, N.E. PALM BAY, FL 32905	Group Pres. - Govt. Comms. Sys

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Sheldon
J. Fox

08/30/2011

 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) Increase in performance shares granted 8/22/08 based upon performance share payout formula.
- (2) Shares withheld by company to pay tax liability on vesting of performance shares previously awarded.
- (3) Aggregate of 28,563.89 shares listed in Column 5 of Table I includes: (a) 10,300 performance shares previously reported and subject to adjustment; (b) 6,000 restricted shares previously reported and subject to vesting; (c) 17.70 shares acquired through the Harris

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Corporation 401(k) Retirement Plan on 5/26/11; (d) 28.85 shares acquired through a broker dividend reinvestment program on 6/10/11; and (e) a reduction of a .08 share due to rounding of previous reports of the Plan's record keeper.

- (4) Of the 30,900 shares granted on this 8/26/11 stock option, 10,300 shares are exercisable on 8/26/12, 10,300 shares are exercisable on 8/26/13, and 10,300 shares are exercisable on 8/26/14.

- (5) Each performance stock unit represents a contingent right to one share of the Issuer's common stock. Performance stock units are subject to future adjustment; performance period started 7/2/11. The 8,400 performance stock units will vest on 6/27/14. Vested shares are subject to future adjustment and will be delivered to the reporting person within two and one-half months of vesting.

Remarks:

Exhibit List:

Exhibit 24 - Power of Attorney

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

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