

THORSTEINSON TIMOTHY E
Form 4
September 01, 2009

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 *
THORSTEINSON TIMOTHY E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
President - BCD

BROADCAST COMMUNICATIONS DIVISION, 25 DYAS ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/28/2009

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

NORTH YORK, A6 M3B 1V7

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock, Par Value \$1.00 | 08/28/2009 | | M | (1) | 6,200 | A | \$ 0 16,471 D |
| Common Stock, Par Value \$1.00 | 08/28/2009 | | A | (2) | 1,550 | A | \$ 0 18,021 D |
| Common Stock, Par Value | 08/28/2009 | | F | (3) | 3,410 | D | \$ 14,611 D 35.04 |

\$1.00

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.

SEC 1474
(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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--------|-----|--|-----------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Performance Stock Units | \$ 0 ⁽⁴⁾ | 08/28/2009 | | M | | 6,200 | | ⁽¹⁾ | ⁽¹⁾ | Common Stock, Par Value \$1.00 |
| Performance Stock Units | \$ 0 ⁽⁵⁾ | 08/28/2009 | | A | | 11,300 | | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock, Par Value \$1.00 |
| Non-Qualified Stock Option (Right to Buy) | \$ 35.04 | 08/28/2009 | | A | | 41,100 | | ⁽⁷⁾ | 08/28/2019 | Common Stock, Par Value \$1.00 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

THORSTEINSON TIMOTHY E
BROADCAST COMMUNICATIONS DIVISION
25 DYAS ROAD
NORTH YORK, A6 M3B 1V7

President - BCD

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Timothy E. Thorsteinson

09/01/2009

__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) The 6,200 performance stock units granted on 8/25/06 vested on 7/3/09 and is paid in shares of common stock on 8/28/09. The grant was previously reported.
- (2) Increase in performance stock units granted 8/25/06 based upon performance stock unit payout formula resulting in an additional payment in shares of common stock on 8/28/09.
- (3) Shares withheld by company to pay tax liability on vesting of performance stock units previously awarded.
- (4) Each performance stock unit represented a contingent right to receive one share of the Issuer's common stock. These performance stock units were paid out in shares of common stock on 8/28/09.
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 7/4/09. The 11,300 performance stock units will vest on 6/29/12. Vested shares are subject to future adjustment and will be delivered to the reporting person within two and one-half months of vesting.
- (5) The aggregate of 22,500 performance stock units listed in Column 9 of Table II includes 11,100 performance stock units previously reported and subject to adjustment.
- (6) Of the 41,100 shares granted on this 8/28/09 stock option, 13,700 shares are exercisable on 8/28/10, 13,700 shares are exercisable on 8/28/11, and 13,700 shares are exercisable on 8/28/12.
- (7)

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. 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.