

CAVALLUCCI EUGENE S
Form 4
March 08, 2010

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

CORPORATE
HEADQUARTERS, 1025 W. NASA
BOULEVARD

(Street)

MELBOURNE, FL 32919

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
VP - General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock, Par Value \$1.00 | 03/04/2010 | | I | (A) 3,439.54 (1) | \$ 46.82 | D | 38,523.06 (2) D |

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

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(9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock Units | (3) | 03/04/2010 | | I | 2,058.82 (4) | (5) | (5) | Common Stock, Par Value \$1.00 | 2,058.82 (6) |

Reporting Owners

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

Signatures

/s/ Eugene S.
Cavallucci 03/08/2010

**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 disposition of 3,439.54 shares, as reported in this Form 4, was effected pursuant to a Harris Stock Fund Transfer and Instruction Plan adopted by the reporting person on February 1, 2010. The value of the 3,439.54 shares in the Harris Corporation 401(k) Retirement Plan was transferred into alternative investment accounts under the Harris Corporation 401(k) Retirement Plan.

(2) Aggregate of 38,523.06 shares listed in Column 5 of Table 1 includes: (a) 11,700 performance shares previously reported and subject to adjustment; (b) 38.30 shares acquired through dividend reinvestment in the Harris Corporation 401(k) Retirement Plan from 9/4/09 through 11/18/09; (c) 63.31 shares acquired through the Harris Corporation Dividend Reinvestment Plan from 9/18/09 through 12/4/09; (d) 194.50 shares acquired through a broker dividend reinvestment program from 9/18/09 through 12/4/09; and (e) a reduction of 4.75 shares due to rounding of previous reports of the Plan's record keeper.

(3) Each phantom stock unit is the economic equivalent of one share of the Issuer's common stock.

(4) The disposition of 2,058.82 phantom stock units, as reported in this Form 4, was effected pursuant to a Harris Stock Fund Transfer and Instruction Plan adopted by the reporting person on February 1, 2010. The value of the 2,058.82 phantom stock units in the Harris Corporation Supplemental Executive Retirement Plan was transferred into alternative investment accounts under the Harris Corporation Supplemental Executive Retirement Plan.

(5)

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The phantom stock units were accrued under the Harris Corporation Supplemental Executive Retirement Plan. Phantom stock units are to be settled in cash upon the reporting person's retirement or other events. Prior to settlement, the reporting person may also transfer phantom stock units into alternative investment accounts.

- (6) The aggregate of 2,058.82 phantom stock units transferred out of the Harris Corporation Supplemental Executive Retirement Plan included: (a) 87.70 phantom stock units acquired through dividend reinvestment in the Harris Corporation Supplemental Executive Retirement Plan from 9/4/07 through 11/18/09; (b) 81.11 phantom stock units acquired pursuant to an adjustment to the number of phantom stock units as a result of a reinvestment into phantom stock units of the value related to the spin-off dividend distribution of the Issuer's Harris Stratex Networks, Inc. subsidiary on 5/27/09; and (c) a reduction of 7.90 phantom stock units due to rounding of previous reports of the Plan's record keeper from 7/27/07 through 3/4/10.

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.