

FOX SHELDON J
Form 4
August 31, 2010

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 *
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)
08/27/2010

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)
Group Pres. - Govt. Comms. Sys

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, Par Value \$1.00 | 08/27/2010 | | A | | 5,400 ⁽¹⁾ A \$ 0 29,241.41 | D | |
| Common Stock, Par Value \$1.00 | 08/27/2010 | | A | | 463 ⁽²⁾ A \$ 0 29,704.41 | D | |
| Common Stock, Par Value \$1.00 | 08/27/2010 | | F | | 843 ⁽³⁾ D \$ 42.87 28,861.41 ⁽⁴⁾ | D | |

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

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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) | \$ 42.87 | 08/27/2010 | | A | 19,400 | <u>(5)</u> 08/27/2020 | Common Stock, Par Value \$1.00 | 19,400 |

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 08/31/2010

__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) Grant of performance shares pursuant to the Harris Corporation 2005 Equity Incentive Plan. Performance shares are subject to future adjustment; performance period starts 7/3/10.
- (2) Increase in performance shares granted 8/24/07 based upon performance share payout formula.
- (3) Shares withheld by company to pay tax liability on vesting of performance shares previously awarded.
- (4) Aggregate of 28,861.41 shares listed in Column 5 of Table I includes: (a) 6,000 restricted shares previously reported and subject to vesting; (b) 7,700 performance shares previously reported and subject to adjustment; (c) 17.46 shares acquired through a broker dividend

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reinvestment program on 6/11/10; and (d) a reduction of a .32 share due to rounding of previous reports of the Harris Corporation 401(k) Retirement Plan's record keeper.

- (5) Of the 19,400 shares granted on this 8/27/10 stock option, 6,467 shares are exercisable on 8/27/11, 6,467 shares are exercisable on 8/27/12, and 6,466 shares are exercisable on 8/27/13.

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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