

HAY LEWIS III
Form 4
July 03, 2018

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 *
HAY LEWIS III

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)
11770 U.S. HIGHWAY 1, SUITE 310

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2018

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

(Street)
PALM BEACH GARDENS, FL 33408

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

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 8)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 8)
Phantom Stock Units	(1)	07/01/2018	A	268.09	(2)	(2)						Common Stock, Par Value \$1.00	268.09	\$ 1.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAY LEWIS III 11770 U.S. HIGHWAY 1, SUITE 310 PALM BEACH GARDENS, FL 33408			X	

Signatures

By: /s/ Robert A. Johnson Jr., Attorney-in-Fact, For: Lewis Hay III 07/03/2018

**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) Each phantom stock unit is the economic equivalent of one share of the Issuer's common stock.
The phantom stock units were awarded on July 1, 2018 pursuant to an automatic quarterly grant under the Harris Corporation 2005 Directors' Deferred Compensation Plan. The phantom stock units are to be settled in cash upon the reporting person's retirement or other events. The reporting person may also transfer the phantom stock units into alternative investment accounts in certain other instances if applicable ownership guidelines are satisfied.
- (2) The phantom stock units were awarded on July 1, 2018 pursuant to an automatic quarterly grant under the Harris Corporation 2005 Directors' Deferred Compensation Plan. The phantom stock units are to be settled in cash upon the reporting person's retirement or other events. The reporting person may also transfer the phantom stock units into alternative investment accounts in certain other instances if applicable ownership guidelines are satisfied.
- (3) The aggregate of 46,178.39 phantom stock units includes (a) 173.26 phantom stock units acquired through dividend reinvestment in the Harris Corporation Directors' Deferred Compensation Plans ("Plans") on 5/31/18 and (b) a reduction of a .09 phantom stock unit due to rounding of previous reports by the Plans' recordkeeper.

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.