

Harris Stratex Networks, Inc.
 Form 4
 April 04, 2007

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 *
 HARRIS CORP /DE/

2. Issuer Name and Ticker or Trading Symbol
 Harris Stratex Networks, Inc.
 [HSTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

1025 WEST NASA BOULEVARD

04/02/2007

(Street)

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

MELBOURNE, FL 32919

(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 | |

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 Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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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) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
|--|------------------------------|---------------------------|------------|--|------|---|-----|-----|------------------|-----------------|-------------------------------------|-------------------------|
| Preemptive Right (right to buy) ⁽¹⁾ | \$ 19.19 | 04/02/2007 ⁽¹⁾ | A | 572,897 | | | | | 04/02/2007 | 04/17/2007 | Class B Common Stock ⁽²⁾ | 572,897 |
| Class B Common Stock | ⁽³⁾ | 04/02/2007 | A | 62,412 | | | | | ⁽⁴⁾ | ⁽²⁾ | Class A Common Stock | 62,412 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HARRIS CORP /DE/ 1025 WEST NASA BOULEVARD MELBOURNE, FL 32919 | X | X | | |

Signatures

Harris Corporation By: /s/ Scott T. Mikuen Vice President, Associate General Counsel and Corporate Secretary 04/04/2007

__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) Pursuant to the Investor Agreement, dated as of January 26, 2007 (the "Investor Agreement"), between Harris and Harris Stratex and Article VIII of the Amended and Restated Certificate of Incorporation of Harris Stratex, Harris has been granted preemptive rights to purchase shares of Class B Common Stock. The preemptive rights may be exercised 1:1 for shares of Class B Common Stock at an exercise price of \$19.19 per share of Class B Common Stock.
- (2) Each outstanding share of Class B Common Stock may be converted at the election of Harris into one share of Class A Common Stock, par value \$0.01 per share ("Class A Common Stock") of Harris Stratex at any time and will convert automatically into one outstanding share of Class A Common Stock under certain circumstances, as more fully described in paragraph (F) of Article IV of the Amended and Restated Certificate of Incorporation of Harris Stratex.
- (3) 1-for-1.
- (4) Immediately exchangeable.
- (5) In connection with the formation of Harris Stratex and based on the exchange ratio agreed between Harris and Stratex Networks, Inc. ("Stratex") related thereto, Harris should have received a total of 32,913,377 shares of Class B Common Stock as a result of the contribution of its Microwave Communications Division to Harris Stratex and the merger of a wholly owned subsidiary of Harris Stratex with and into Stratex. Because of bookkeeping error, only 32,850,965 shares of Class B Common Stock were issued to Harris. Accordingly, Harris is entitled to an additional 62,412 shares of Class B Common Stock.

Remarks:

As the sole holder of Class B Common Stock, par value \$0.01 per share ("Class B Common Stock") of Harris Stratex Network

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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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