

PEARSON DANIEL R
Form 4
August 28, 2012

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 *
PEARSON DANIEL R

(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)
08/24/2012

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)
Exec. VP and COO

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 or Price | | |
| Common Stock, Par Value \$1.00 | 08/24/2012 | | F | | 5,067 (1) \$ 46.53 | D | D |
| Common Stock, Par Value \$1.00 | 08/26/2012 | | M | | 1,200 (2) \$ 0 | A | D |
| Common Stock, Par Value | 08/26/2012 | | F | | 438 (3) \$ 46.53 | D | D (4) |

\$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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Performance Stock Units | \$ 0 ⁽⁵⁾ | 08/24/2012 | | A | 32,400 | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock, Par Value \$1.00 | 32,400 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 08/26/2012 | | M | 1,200 | ⁽²⁾ | ⁽²⁾ | Common Stock, Par Value \$1.00 | 1,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PEARSON DANIEL R CORPORATE HEADQUARTERS 1025 W. NASA BOULEVARD MELBOURNE, FL 32919 | | | Exec. VP and COO | |

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Daniel R. Pearson 08/28/2012

__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) Shares withheld by company to pay tax liability on vesting of performance shares previously awarded.

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- Each restricted stock unit represents a contingent right to one share of the Issuer's common stock. The 1,200 restricted stock units granted
- (2) on 8/26/11 vested on 8/26/12 and were settled in shares of common stock on 8/26/12. The grant of the 1,200 restricted stock units was previously reported.
 - (3) Shares withheld by company to pay tax liability on vesting and settlement of restricted stock units previously awarded.
- Aggregate of 71,373.18 shares listed in Column 5 of Table I includes: (a) 11,200 performance shares previously reported and subject to adjustment; (b) 5,000 restricted shares previously reported and subject to vesting; and (c) 2.1 shares acquired through the Harris Corporation Dividend Reinvestment Plan from 9/16/11 through 6/15/12.

- 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 6/30/12. The 32,400 performance stock units will vest on 7/3/15. Vested shares are subject to future adjustment and, if earned based on performance, will be delivered to the reporting person within two and one-half months of vesting.
- (5)

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.