

HARRIS CORP /DE/
Form 4
February 15, 2006

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 *
MASSARI CHESTER A

(Last) (First) (Middle)

RF COMMUNICATIONS
DIVISION, 1680 UNIVERSITY
AVENUE

(Street)

ROCHESTER, NY 14610

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2006

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)
President - RFCD

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 or Disposed of (A) or (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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, Par Value \$1.00	02/13/2006		M	3,246 ⁽¹⁾ A	\$ 33.575	80,024.82	D
Common Stock, Par Value \$1.00	02/13/2006		F	2,279 ⁽¹⁾ D	\$ 47.81	77,745.82	D
Common Stock, Par Value	02/13/2006		F	483 ⁽¹⁾ D	\$ 47.81	77,262.82	D

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\$1.00							
Common Stock, Par Value	02/13/2006	M	<u>3,214</u> (1)	A	\$ 33.575	80,476.82	D
\$1.00							
Common Stock, Par Value	02/13/2006	F	<u>2,257</u> (1)	D	\$ 47.81	78,219.82	D
\$1.00							
Common Stock, Par Value	02/13/2006	F	435 ⁽¹⁾	D	\$ 47.81	77,784.82	D
\$1.00							
Common Stock, Par Value	02/13/2006	M	<u>3,606</u> (1)	A	\$ 33.575	81,390.82	D
\$1.00							
Common Stock, Par Value	02/13/2006	F	<u>2,532</u> (1)	D	\$ 47.81	78,858.82	D
\$1.00							
Common Stock, Par Value	02/13/2006	F	470 ⁽¹⁾	D	\$ 47.81	78,388.82	D
\$1.00							
Common Stock, Par Value	02/13/2006	M	<u>8,092</u> (1)	A	\$ 33.575	86,480.82	D
\$1.00							
Common Stock, Par Value	02/13/2006	F	<u>5,682</u> (1)	D	\$ 47.81	80,798.82	D
\$1.00							
Common Stock, Par Value	02/13/2006	F	<u>1,055</u> (1)	D	\$ 47.81	79,743.82	D
\$1.00							
Common Stock, Par Value	02/13/2006	M	<u>8,788</u> (1)	A	\$ 33.575	88,531.82	D
\$1.00							
Common Stock, Par Value	02/13/2006	F	V <u>6,171</u> (1)	D	\$ 47.81	82,360.82	D
\$1.00							

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Common Stock, Par Value \$1.00	02/13/2006	F	<u>1,146</u> (1)	D	\$ 47.81	81,214.82	D
Common Stock, Par Value \$1.00	02/13/2006	M	<u>4,936</u> (1)	A	\$ 33.575	86,150.82	D
Common Stock, Par Value \$1.00	02/13/2006	F	<u>3,466</u> (1)	D	\$ 47.81	82,684.82	D
Common Stock, Par Value \$1.00	02/13/2006	F	643 <u>(1)</u>	D	\$ 47.81	82,041.82 <u>(2)</u>	D

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 33.575	02/13/2006		M	3,246	05/29/2005 08/23/2012	Common Stock, Par Value \$1.00	3,246
Non-Qualified Stock Option (right to buy)	\$ 33.575	02/13/2006		M	3,214	05/29/2005 08/22/2013	Common Stock, Par Value \$1.00	3,214
	\$ 33.575	02/13/2006		M	3,606	05/29/2005 08/23/2006		3,606

Non-Qualified Stock Option (right to buy)								Common Stock, Par Value \$1.00	
Non-Qualified Stock Option (right to buy)	\$ 33.575	02/13/2006	M	8,092	05/29/2005	08/24/2011		Common Stock, Par Value \$1.00	8,0
Non-Qualified Stock Option (right to buy)	\$ 33.575	02/13/2006	M	8,788	05/29/2005	08/25/2010		Common Stock, Par Value \$1.00	8,7
Non-Qualified Stock Option (right to buy)	\$ 33.575	02/13/2006	M	4,936	05/29/2005	08/27/2009		Common Stock, Par Value \$1.00	4,9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASSARI CHESTER A RF COMMUNICATIONS DIVISION 1680 UNIVERSITY AVENUE ROCHESTER, NY 14610			President - RFCD	

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Chester A. Massari
Date: 02/14/2006

__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) Stock swap exercise (referenced in Table II) and disposition of shares upon tax withholding.
- (2) Aggregate of 82,041.82 shares listed in Column 5 of Table I includes: (a) 22,400 performance shares previously reported and subject to adjustment and (b) 13.52 shares acquired through the Harris Corporation 401(k) Retirement Plan from 1/18/06 through 2/1/06.

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.