

LANCE HOWARD L
Form 4
September 01, 2009

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 *
LANCE HOWARD L

(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)
08/28/2009

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)
Chairman, President, and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, Par Value \$1.00	08/28/2009		A		<u>75,400</u> ⁽¹⁾ A \$ 0 331,190.45	D	
Common Stock, Par Value \$1.00	08/28/2009		A		<u>9,300</u> ⁽²⁾ A \$ 0 340,490.45	D	
Common Stock, Par Value	08/28/2009		F		<u>16,950</u> ⁽³⁾ D \$ 35.04 323,540.45	D	

\$1.00

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	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am Num Sha
Non-Qualified Stock Option (Right to Buy)	\$ 35.04	08/28/2009		A	274,000	(5) 08/28/2019	Common Stock, Par Value \$1.00 27

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANCE HOWARD L CORPORATE HEADQUARTERS 1025 W. NASA BOULEVARD MELBOURNE, FL 32919	X		Chairman, President, and CEO	

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Howard L. Lance 09/01/2009

**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 7/4/09.
- (2) Increase in performance shares granted 8/25/06 based upon performance share payout formula.
- (3) Shares withheld by company to pay tax liability on vesting of performance shares previously awarded.

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- Aggregate of 323,540.45 shares listed in Column 5 of Table 1 includes: (a) 74,200 performance shares previously reported and subject to adjustment; (b) 12.29 shares acquired through the Harris Corporation 401(k) Retirement Plan ("Plan") from 9/2/08 through 5/28/09; (c)
- (4) 22.10 shares acquired through the Plan pursuant to an adjustment to the number of outstanding shares as a result of a reinvestment into shares of the value related to the spin-off dividend distribution of the Issuer's Harris Stratex Networks, Inc. subsidiary on 5/27/09; and (d) a reduction of a .15 share due to rounding of previous reports of the Plan's record keeper.
 - (5) Of the 274,000 shares granted on this 8/28/09 stock option, 91,334 shares are exercisable on 8/28/10, 91,333 shares are exercisable on 8/28/11, and 91,333 shares are exercisable on 8/28/12.

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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