

LANCE HOWARD L
Form 4
September 12, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

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)
CORPORATE
HEADQUARTERS, 1025 W. NASA
BOULEVARD

3. Date of Earliest Transaction
(Month/Day/Year)
09/08/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President, and CEO

(Street)
MELBOURNE, FL 32919

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, Par Value \$1.00	09/08/2005		M		50,000 (1)	A	\$ 15.66 369,403.15 D
Common Stock, Par Value \$1.00	09/08/2005		F		18,844 (1)	D	\$ 41.55 350,559.15 D
Common Stock, Par Value	09/08/2005		F		11,356 (1)	D	\$ 41.55 339,203.15 D

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\$1.00							
Common Stock, Par Value	09/08/2005	M	55,900 <u>(1)</u>	A	\$ 16.275	395,103.15	D
\$1.00							
Common Stock, Par Value	09/08/2005	F	21,895 <u>(1)</u>	D	\$ 41.55	373,208.15	D
\$1.00							
Common Stock, Par Value	09/08/2005	F	12,394 <u>(1)</u>	D	\$ 41.55	360,814.15	D
\$1.00							
Common Stock, Par Value	09/08/2005	M	150,000 <u>(1)</u>	A	\$ 24	510,814.15	D
\$1.00							
Common Stock, Par Value	09/08/2005	F	86,642 <u>(1)</u>	D	\$ 41.55	424,172.15	D
\$1.00							
Common Stock, Par Value	09/08/2005	F	23,093 <u>(1)</u>	D	\$ 41.55	401,079.15	D
\$1.00							
Common Stock, Par Value	09/08/2005	M	22,167 <u>(1)</u>	A	\$ 24.4	423,246.15	D
\$1.00							
Common Stock, Par Value	09/08/2005	F	13,017 <u>(1)</u>	D	\$ 41.55	410,229.15	D
\$1.00							
Common Stock, Par Value	09/08/2005	F	3,335 <u>(1)</u>	D	\$ 41.55	406,894.15 <u>(2)</u>	D
\$1.00							

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)**

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 15.66	09/08/2005		M	50,000 (3)	(4)	01/20/2013	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 16.275	09/08/2005		M	55,900 (3)	(5)	08/22/2013	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 24	09/08/2005		M	150,000 (3)	(6)	08/27/2011	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 24.4	09/08/2005		M	22,167 (3)	08/13/2004	01/20/2013	Common Stock, Par Value \$1.00

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 09/12/2005

__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 406,894.15 shares listed in Column 5 of Table I includes: (a) 112,000 performance shares previously reported and subject to adjustment and (b) 66,666 restricted shares previously reported and subject to vesting.

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- (3) Pursuant to the anti-dilution provisions of the Corporation's Stock Incentive Plan, all options outstanding on 3/30/05 became exercisable for twice as many shares at an exercise price of 50% of the then effective exercise price.
- (4) Of the 200,000 shares granted on this 1/20/03 stock option, 100,000 shares are exercisable on 1/20/04, 50,000 shares are exercisable on 1/20/05, and 50,000 shares are exercisable on 1/20/06.
- (5) Of the 200,000 shares granted on this 8/22/03 stock option, 100,000 shares are exercisable on 8/22/04, 50,000 shares are exercisable on 8/22/05, and 50,000 shares are exercisable on 8/22/06.
- (6) Of the 300,000 shares granted on this 8/27/04 stock option, 150,000 shares are exercisable on 6/30/05, 75,000 shares are exercisable on 8/27/06, and 75,000 shares are exercisable on 8/27/07.

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.