

THORSTEINSON TIMOTHY E
Form 4
August 29, 2006

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 *
THORSTEINSON TIMOTHY E

(Last) (First) (Middle)

BROADCAST COMMUNICATIONS DIVISION, 25 DYAS ROAD

(Street)

NORTH YORK, A6 M3B 1V7

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/25/2006

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 - BCD

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(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)	\$ 43.82	08/25/2006	A		26,000		(1)	08/25/2013	Common Stock, Par Value \$1.00	26,000
Performance Stock Units	(2)	08/25/2006	A		6,200		(3)	(3)	Common Stock, Par Value \$1.00	6,200
Restricted Stock Units	(4)	08/25/2006	A		5,200		(5)	(5)	Common Stock, Par Value \$1.00	5,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THORSTEINSON TIMOTHY E BROADCAST COMMUNICATIONS DIVISION 25 DYAS ROAD NORTH YORK, A6 M3B 1V7			President - BCD	

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Timothy E. Thorsteinson 08/29/2006

**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) Of the 26,000 shares granted on this 8/25/06 stock option, 13,000 shares are exercisable on 8/25/07, 6,500 shares are exercisable on 8/25/08, and 6,500 shares are exercisable on 8/25/09.
- (2) Each performance stock unit represents a contingent right to receive one share of the Issuer's common stock. Performance stock units are subject to future adjustment; performance period started 7/1/06.
- (3) The 6,200 performance stock units will vest on 7/2/09. Vested shares are subject to adjustment and will be delivered to the reporting person within two and one-half months of vesting.
- (4) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

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- (5) The 5,200 restricted stock units granted on 8/25/06 will vest on 8/25/09. Vested shares will be delivered to the reporting person within two and one-half months of vesting.

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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