

HARRIS CORP /DE/
Form 4
February 07, 2007

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 *
CAVALLUCCI EUGENE S

(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)
02/05/2007

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)
VP - General Counsel

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) | Price | | |
| Common Stock, Par Value \$1.00 | 02/05/2007 | | M | 6,800 | A \$ 17.6 | 40,254.17 | D |
| Common Stock, Par Value \$1.00 | 02/05/2007 | | S ⁽¹⁾ | 147 | D \$ 50.6 | 40,107.17 | D |
| Common Stock, Par Value | 02/05/2007 | | S ⁽¹⁾ | 345 | D \$ | 39,762.17 | D |
| | | | | | 50.58 | | |

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| | | | | | | | |
|---|------------|------------------|-------|---|-------------|--------------------------|---|
| \$1.00 Common Stock, Par Value \$1.00 | 02/05/2007 | S ⁽¹⁾ | 345 | D | \$ 50.57 | 39,417.17 | D |
| \$1.00 Common Stock, Par Value \$1.00 | 02/05/2007 | S ⁽¹⁾ | 49 | D | \$ 50.56 | 39,368.17 | D |
| \$1.00 Common Stock, Par Value \$1.00 | 02/05/2007 | S ⁽¹⁾ | 542 | D | \$ 50.55 | 38,826.17 | D |
| \$1.00 Common Stock, Par Value \$1.00 | 02/05/2007 | S ⁽¹⁾ | 246 | D | \$ 50.52 | 38,580.17 | D |
| \$1.00 Common Stock, Par Value \$1.00 | 02/05/2007 | S ⁽¹⁾ | 246 | D | \$ 50.51 | 38,334.17 | D |
| \$1.00 Common Stock, Par Value \$1.00 | 02/05/2007 | S ⁽¹⁾ | 4,387 | D | \$ 50.5 | 33,947.17 | D |
| \$1.00 Common Stock, Par Value \$1.00 | 02/05/2007 | S ⁽¹⁾ | 296 | D | \$ 50.49 | 33,651.17 | D |
| \$1.00 Common Stock, Par Value \$1.00 | 02/05/2007 | S ⁽¹⁾ | 197 | D | \$ 50.47 | 33,454.17 ⁽²⁾ | D |

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| Derivative Security | | | (A) or (D) Disposed of (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|---------|------------|---|-------|------------------|-----------------|--------------------------------|----------------------------|
| | | | Code | V | | | | |
| Non-Qualified Stock Option (right to buy) | \$ 17.6 | 02/05/2007 | M | 6,800 | 09/17/2006 | 09/17/2013 | Common Stock, Par Value \$1.00 | 6,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CAVALLUCCI EUGENE S CORPORATE HEADQUARTERS 1025 W. NASA BOULEVARD MELBOURNE, FL 32919 | | | VP - General Counsel | |

Signatures

By: /s/ Carol H. Tumser, Attorney-in-Fact, For: Eugene S. Cavallucci 02/07/2007

**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) The exercise and sale of 6,800 shares as reported in this Form 4 were executed pursuant to a sale plan adopted by the reporting person on June 8, 2006, pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- (2) Aggregate of 33,454.17 shares listed in Column 5 of Table I includes: (a) 16,700 performance shares previously reported and subject to adjustment; (b) 6,000 restricted shares previously reported and subject to vesting; (c) 14.58 shares acquired through the Harris Corporation Dividend Reinvestment Plan on 12/1/06; (d) 4.98 shares acquired through a broker dividend reinvestment program on 12/1/06; and (e) 8.13 shares acquired through dividend reinvestment in the Harris Corporation 401(k) Retirement Plan on 11/15/06.

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.