

THORSTEINSON TIMOTHY E
Form 4
August 26, 2008

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)
08/22/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
President - BCD

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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		
				Code	V	Amount	
Common Stock, Par Value \$1.00	08/22/2008		M	A	\$ 0	7,000	D
						<u>7,000</u> ⁽¹⁾	
Common Stock, Par Value \$1.00	08/22/2008		A	A	\$ 0	9,100	D
						<u>2,100</u> ⁽²⁾	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Performance Stock Units	\$ 0 ⁽³⁾	08/22/2008		M	7,000	⁽¹⁾ ⁽¹⁾	Common Stock, Par Value \$1.00
Performance Stock Units	\$ 0 ⁽⁴⁾	08/22/2008		A	6,500	⁽⁴⁾ ⁽⁴⁾	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (Right to Buy)	\$ 51.75	08/22/2008		A	26,100	⁽⁶⁾ 08/22/2015	Common Stock, Par Value \$1.00

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 08/26/2008

__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 7,000 performance stock units granted on 10/28/05 vested on 6/27/08 and is paid in shares of common stock on 8/22/08. This grant was previously reported.

(2)

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Increase in performance stock units granted 10/28/05 based upon performance stock unit payout formula resulting in an additional payment in shares of common stock on 8/22/08.

- (3) Each performance stock unit represented a contingent right to receive one share of the Issuer's common stock. These performance stock units were paid out in shares of common stock on 8/22/08.
- (4) Each performance stock unit represents a contingent right to one share of the Issuer's common stock. Performance stock units are subject to future adjustment; performance period started 6/28/08. The 6,500 performance stock units will vest on 7/1/2011. Vested shares are subject to future adjustment and will be delivered to the reporting person within two and one-half months of vesting.
- (5) The aggregate of 17,400 performance stock units listed in Column 9 of Table II includes 10,900 performance stock units previously reported and subject to adjustment.
- (6) Of the 26,100 shares granted on this 8/22/08 stock option, 13,050 shares are exercisable on 8/22/09, 6,525 shares are exercisable on 8/22/10, and 6,525 shares are exercisable on 8/22/11.

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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