

HARRIS CORP /DE/
Form 4
August 26, 2014

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 *
FOX SHELDON J

(Last) (First) (Middle)

GOVERNMENT
COMMUNICATION
SYSTEMS, 2400 PALM BAY
ROAD, N.E.

(Street)

PALM BAY, FL 32905

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2014

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)
Group Pres. - Govt. Comms. Sys

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-------------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, Par Value \$1.00 | 08/22/2014 | | M | | 8,400 ⁽¹⁾ | A | \$ 0 31,814.15 D |
| Common Stock, Par Value \$1.00 | 08/22/2014 | | D | | 1,621 ⁽²⁾ | D | \$ 0 30,193.15 D |
| Common Stock, Par | 08/22/2014 | | F | | 2,844 ⁽³⁾ | D | \$ 27,349.15 ⁽⁴⁾ 71.02 D |

Value
\$1.00

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 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 (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Performance Stock Units | \$ 0 ⁽⁵⁾ | 08/22/2014 | | M | 8,400 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock, Par Value \$1.00 |
| Non-Qualified Stock Option (Right to Buy) | \$ 71.02 | 08/22/2014 | | A | 35,400 | 08/22/2017 ⁽⁶⁾ 08/22/2024 | Common Stock, Par Value \$1.00 |
| Performance Stock Units | \$ 0 ⁽⁷⁾ | 08/22/2014 | | A | 7,700 | ⁽⁷⁾ ⁽⁷⁾ | Common Stock, Par Value \$1.00 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FOX SHELDON J
GOVERNMENT COMMUNICATION SYSTEMS
2400 PALM BAY ROAD, N.E.
PALM BAY, FL 32905

Group Pres. - Govt. Comms. Sys

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Sheldon J. Fox

08/26/2014

**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).

This transaction represents the settlement of vested performance stock units in shares of common stock. These were performance stock units granted on 8/26/11 that vested on 6/27/14 and were paid in shares of common stock on 8/22/14. Each performance stock unit represents a contingent right to receive one share of the Issuer's common stock. The grant was previously reported.

(1) Decrease in performance stock units granted 8/26/11 based upon performance stock unit payout formula resulting in a reduction and forfeiture of shares of common stock on 8/22/14.

(2) Shares withheld by company to pay tax liability on vesting and payout of performance stock units previously awarded.

Aggregate of 27,349.15 shares listed in Column 5 of Table I includes: (a) 41.31 shares acquired through the Harris Corporation 401(k) Retirement Plan from 3/7/14 through 5/28/14 and (b) 203.97 shares acquired through a broker dividend reinvestment plan from 3/26/14 through 6/23/14.

(3) Performance stock units represent a contingent right to receive one share of the Issuer's common stock subject to adjustment based upon satisfaction of performance criteria.

(4) Of the 35,400 options granted on this 8/22/14 stock option, 11,800 options become exercisable on 8/22/15, an additional 11,800 options become exercisable on 8/22/16, and the remaining 11,800 options become exercisable on 8/22/17.

(5) 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 6/28/14. The 7,700 performance stock units will vest on 6/30/17. Vested shares are subject to future adjustment and 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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