

GHAI RAHUL
Form 4
August 28, 2018

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 *
GHAI RAHUL

(Last) (First) (Middle)

HARRIS CORPORATION, 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)
08/24/2018

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)

Sr. VP & Chief Financial Off.

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, Par Value \$1.00	08/24/2018		M		2,210 ⁽¹⁾	A	\$ 0 11,498.01 D
Common Stock, Par Value \$1.00	08/24/2018		A		44 ⁽²⁾	A	\$ 0 11,542.01 D
Common Stock, Par Value \$1.00	08/24/2018		F		939 ⁽³⁾	D	\$ 163.23 10,603.01 ⁽⁴⁾ D

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

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(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	08/24/2018		M	2,210	<u>(1)</u> <u>(1)</u>	Common Stock, Par Value \$1.00
Performance Stock Units	\$ 0	08/24/2018		A	5,307	<u>(5)</u> <u>(5)</u>	Common Stock, Par Value \$1.00
Restricted Stock Units	\$ 0	08/24/2018		A	2,654	<u>(6)</u> <u>(6)</u>	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (Right to Buy)	\$ 163.23	08/24/2018		A	13,732	08/24/2021 ⁽⁷⁾ 08/24/2028	Common Stock, Par Value \$1.00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GHAI RAHUL HARRIS CORPORATION 1025 W. NASA BOULEVARD MELBOURNE, FL 32919			Sr. VP & Chief Financial Off.	

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Rahul
Ghai

08/28/2018

__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).
Settlement in shares of common stock of performance stock units awarded on 8/28/2015 (previously reported) that vested at end of
(1) 3-fiscal-year performance period on 6/29/2018. (Each performance stock unit represents a contingent right to 1 share of Issuer's common stock.)
(2) Settlement in shares of common stock of additional performance stock units from award described in note (1) above that vested based on award payout formula.
(3) Shares withheld by Issuer to pay tax liability on vesting of performance stock units previously awarded.
(4) Aggregate of shares listed includes 40.64 shares acquired through Harris Corporation 401(k) Retirement Plan from 4/11/18 through 6/6/18.
Award of performance stock units subject to future vesting on 7/2/2021 in respect of 3-fiscal-year performance period that started
(5) 6/30/2018 and also subject to future adjustment based on award payout formula, with vested units to be settled in shares of common stock within 2.5 months of vesting. (Each performance stock unit represents a contingent right to 1 share of Issuer's common stock.)
(6) Award of restricted stock units subject to future vesting on 8/24/2021. (Each restricted stock unit represents a contingent right to 1 share of Issuer's common stock.)
(7) Aggregate number of options vests and becomes exercisable as follows: 4,578 on first anniversary of grant date, additional 4,577 on second anniversary of grant date and remaining 4,577 on third anniversary of grant date.

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.