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HARRIS CORP /DE/  
Form 8-K  
August 21, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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Date of Report (Date of earliest  
event reported): August 20, 2002  
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HARRIS CORPORATION

-----  
(Exact name of registrant as specified in its charter)

Delaware

1-3863

34-027686

-----  
(State or other jurisdiction of  
incorporation)

-----  
(Commission File Number)

-----  
(I.R.S. Empl  
Identification)

1025 West NASA Blvd., Melbourne, FL

32919

-----  
(Address of principal executive offices)

-----  
(Zip Code)

Registrant's telephone number, including area code: (321) 727-9100

No Change

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(Former name or former address, if changed since last report.)

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Items 1.-4. Not Applicable.

Item 5. Other Events and Regulation FD Disclosure.  
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On August 20, 2002, Harris Corporation ("Harris") announced details of a private placement of \$125 million of convertible debentures in a private placement to qualified institutional buyers under Rule 144A and outside the United States pursuant to Regulation S under the Securities Act of 1933, as amended.

A copy of the press releases issued on August 20, 2002, are filed hereto as Exhibits 99.1 and 99.2 and are incorporated herein by reference.

Item 7. Financial Statements and Exhibits.  
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- (a) Financial Statements.  
None.
- (b) Pro Forma Financial Information.  
None.
- (c) Exhibits.

The following documents are filed as Exhibits to this Report:

- 99.1 Press Release dated August 20, 2002, announcing Harris' intent to offer convertible debentures in a private placement.
- 99.2 Press Release dated August 20, 2002, announcing details of the private placement by Harris of \$125 million of convertible debentures.

Items 8.-9. Not Applicable.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HARRIS CORPORATION

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By: /s/ Bryan R. Roub

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Name: Bryan R. Roub  
Title: Senior Vice President and  
Chief Financial Officer

Date: August 21, 2002

EXHIBIT INDEX

Exhibit No. Under Reg. S-K, Item 601	Description
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99.1	Press Release dated August 20, 2002, announcing Harris' intent to offer convertible debentures in a private placement.
99.2	Press Release dated August 20, 2002, announcing details of the private placement by Harris of \$125 million of convertible debentures.