Brown William M Form 4 August 28, 2012

### FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

Form 5

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### 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

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Brown William M

2. Issuer Name and Ticker or Trading

Symbol

(Middle)

HARRIS CORP /DE/ [HRS]

3. Date of Earliest Transaction

(Month/Day/Year) 08/25/2012

HARRIS CORPORATION, 1025 W. NASA BOULEVARD

(Street)

(First)

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

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

below)

President and CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

MELBOURNE, FL 32919

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

or Exercise

Security

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number of 4. **Transaction**Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and A Underlying S (Instr. 3 and

#### Edgar Filing: Brown William M - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (Right to Buy)	\$ 46.53	08/25/2012		A		181,600		08/25/2015 <u>(1)</u>	08/25/2022	Common Stock, Par Value \$1.00
Performance Stock Units	\$ 0 (2)	08/25/2012		A		45,700		(2)	(2)	Common Stock, Par Value \$1.00

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Brown William M HARRIS CORPORATION 1025 W. NASA BOULEVARD MELBOURNE, FL 32919

President and CEO

### **Signatures**

By: /s/ Scott T. Mikuen, Attorney-in-Fact For: William M. Brown

08/28/2012

\*\*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).
- Of the 181,600 shares granted on this 8/25/12 stock option, 60,534 shares are exercisable on 8/25/13, 60,533 shares are exercisable on 8/25/14, and 60,533 shares are exercisable on 8/25/15.
- 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 6/30/12. The 45,700 performance stock units will vest on 7/3/15. Vested shares are subject to future adjustment and, if earned based on performance, 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. 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.

Reporting Owners 2