

HARRIS CORP /DE/
Form 4
October 03, 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 *
RICKARD DAVID B

(Last) (First) (Middle)
600 EDGEWATER DRIVE, #504

(Street)

DUNEDIN, FL 34698

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2014

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)

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	(A) or (D)	Price
Common Stock, Par Value \$1.00	10/01/2014		M ⁽¹⁾		4,228	A	\$ 27.3
					4,228		
Common Stock, Par Value \$1.00	10/01/2014		S ⁽¹⁾		4,228	D	\$ 66.34
					0		

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

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(9-02)

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 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
Non-Qualified Stock Option (Right to Buy)	\$ 27.3	10/01/2014		M ⁽¹⁾	4,228	10/22/2007	10/22/2014	Common Stock, Par Value \$1.00
Phantom Stock Units	⁽²⁾	10/01/2014		A	463.1	⁽³⁾	⁽³⁾	Common Stock, Par Value \$1.00
Phantom Stock Units	⁽²⁾	10/01/2014		A	470.63	⁽⁴⁾	⁽⁴⁾	Common Stock, Par Value \$1.00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICKARD DAVID B 600 EDGEWATER DRIVE #504 DUNEDIN, FL 34698		X		

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: David B. Rickard

10/03/2014

 **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).

(1) The exercise of an option and sale of the underlying 4,228 shares as reported on this Form 4 were executed pursuant to a sale plan adopted by the reporting person on February 6, 2014, pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.

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- (2) Each phantom stock unit is the economic equivalent of one share of the Issuer's common stock.

The phantom stock units were accrued under the Harris Corporation 2005 Directors' Deferred Compensation Plan. The phantom stock

- (3) units are to be settled in cash upon the reporting person's retirement or other events. The reporting person may also transfer the phantom stock units into alternative investment accounts in certain other instances if applicable ownership guidelines are satisfied.

The phantom stock units were awarded on October 1, 2014 pursuant to an automatic quarterly grant under the Harris Corporation 2005

- (4) Directors' Deferred Compensation Plan. The phantom stock units are to be settled in cash upon the reporting person's retirement or other events. The reporting person may also transfer the phantom stock units into alternative investment accounts in certain other instances if applicable ownership guidelines are satisfied.

The aggregate of 64,832.70 phantom stock units includes: (a) 422.04 phantom stock units acquired through dividend reinvestment in the

- (5) Harris Corporation Directors' Deferred Compensation Plan ("Plan") on 9/5/14; and (b) a reduction of a .45 phantom stock unit due to rounding of previous reports by the Plan's recordkeeper.

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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