

HARRIS CORP /DE/
Form 4
February 28, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HENRY ROBERT K

(Last) (First) (Middle)

CORPORATE HEADQUARTERS, 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)
02/27/2008

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)
Exec. VP and COO

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	(D)	Price
Common Stock, Par Value \$1.00	02/27/2008		D		50,000	D	\$ 0 (1) 119,075.38 (2)

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)

Edgar Filing: HARRIS CORP /DE/ - Form 4

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Number of Shares
Phantom Stock Units	(3)	02/27/2008		A	50,000	(4) (4)	Common Stock, Par Value \$1.00	50,000 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENRY ROBERT K CORPORATE HEADQUARTERS 1025 W. NASA BOULEVARD MELBOURNE, FL 32919			Exec. VP and COO	

Signatures

/s/ Robert K.
Henry

02/28/2008

**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) Pursuant to an irrevocable election made on April 16, 2007, the reporting person deferred the receipt of the 50,000 shares of restricted stock granted to the reporting person on February 28, 2003 and which vest on February 28, 2008 and received instead 50,000 shares of phantom stock units pursuant to the Harris Corporation Supplemental Executive Retirement Plan. As a result, the reporting person is reporting the disposition of 50,000 shares of common stock in exchange for an equal number of shares of phantom stock units.
 - (2) Aggregate of 119,075.38 shares listed in Column 5 of Table I includes: (a) 33,500 performance shares previously awarded and subject to adjustment and (b) 3.68 shares acquired through the Harris Corporation 401(k) Retirement Plan on 11/20/07.
 - (3) Each phantom stock unit is the economic equivalent of one share of the Issuer's common stock.
 - (4) Reported phantom stock units acquired under Harris Corporation's Supplemental Executive Retirement Plan and will be settled in cash following the reporting person's retirement, termination of service, or other specified events. Commencing August 28, 2008, phantom stock units may be transferred by the reporting person into alternative investment accounts in certain other circumstances if applicable stock ownership guidelines are satisfied.
 - (5) Aggregate of 55,477.51 phantom stock units includes: (a) 26.77 phantom stock units acquired through dividend reinvestment in Harris Corporation's Supplemental Executive Retirement Plan from 9/4/07 through 11/20/07 and (b) a reduction of 5.63 phantom stock units due to rounding of previous reports by the Plan's record keeper.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Edgar Filing: HARRIS CORP /DE/ - Form 4

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.