

FOX SHELDON J
Form 4
August 30, 2011

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 *
FOX SHELDON J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
HARRIS CORPORATION, 2400
PALM BAY ROAD, N.E.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/26/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Group Pres. - Govt. Comms. Sys

PALM BAY, FL 32905

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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	08/26/2011		A		840 ⁽¹⁾ \$ 0	29,890.89	D
Common Stock, Par Value \$1.00	08/26/2011		F		1,327 ⁽²⁾ \$ 37.69	28,563.89 ⁽³⁾	D

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

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Corporation 401(k) Retirement Plan on 5/26/11; (d) 28.85 shares acquired through a broker dividend reinvestment program on 6/10/11; and (e) a reduction of a .08 share due to rounding of previous reports of the Plan's record keeper.

- (4) Of the 30,900 shares granted on this 8/26/11 stock option, 10,300 shares are exercisable on 8/26/12, 10,300 shares are exercisable on 8/26/13, and 10,300 shares are exercisable on 8/26/14.

- (5) 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 7/2/11. The 8,400 performance stock units will vest on 6/27/14. Vested shares are subject to future adjustment and 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.