

MEHNERT DANA A
Form 4
August 30, 2011

FORM 4

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

OMB APPROVAL

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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 *
MEHNERT DANA A

(Last) (First) (Middle)

RF COMMUNICATIONS
DIVISION, 1680 UNIVERSITY
AVENUE

(Street)

ROCHESTER, NY 14610

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Group Pres., RF Communications

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 or (D) Price | | |
| Common Stock, Par Value \$1.00 | 08/26/2011 | | A | | 1,560 ₍₁₎ \$ 0 | D | |
| Common Stock, Par Value \$1.00 | 08/26/2011 | | F | | 3,125 ₍₂₎ \$ 37.69 | D | |

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

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(9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (Right to Buy) | \$ 37.69 | 08/26/2011 | | A | 45,800 | 08/26/2014 ⁽⁴⁾ 08/26/2021 | Common Stock, Par Value \$1.00 |
| Performance Stock Units | \$ 0 ⁽⁵⁾ | 08/26/2011 | | A | 12,400 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock, Par Value \$1.00 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MEHNERT DANA A RF COMMUNICATIONS DIVISION 1680 UNIVERSITY AVENUE ROCHESTER, NY 14610 | | | Group Pres., RF Communications | |

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Dana A. Mehnert 08/30/2011

__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) Increase in performance shares granted 8/22/08 based upon performance share payout formula.

(2) Shares withheld by company to pay tax liability on vesting of performance shares previously awarded.

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- Aggregate of 52,119.22 shares listed in Column 5 of Table I includes: (a) 22,800 performance shares previously reported and subject to adjustment; (b) 9,000 restricted shares previously reported and subject to vesting; (c) 87.16 shares acquired through the Harris Corporation 401(k) Retirement Plan from 9/3/10 to 5/26/11; and (d) a reduction of a .09 share due to rounding of previous reports of the Plan's record keeper.
- (3)
- (4) Of the 45,800 shares granted on this 8/26/11 stock option, 15,267 shares are exercisable on 8/26/12, 15,267 shares are exercisable on 8/26/13, and 15,266 shares are exercisable on 8/26/14.

- 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 12,400 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.
- (5)

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.