

Brown William M
Form 4
November 03, 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 *
Brown William M

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, 1025 W. NASA BOULEVARD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President and CEO

MELBOURNE, FL 32919

(City) (State) (Zip)

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

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)
			(A) or (D)	Code V Amount (D) Price			

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (Right to Buy)	\$ 36.66	11/01/2011	A	194,731					11/01/2014 ⁽¹⁾	11/01/2024	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (Right to Buy)	\$ 36.66	11/01/2011	A	171,821					11/01/2014 ⁽²⁾	11/01/2024	Common Stock, Par Value \$1.00
Performance Stock Units	\$ 0 ⁽³⁾	11/01/2011	A	40,118					⁽³⁾	⁽³⁾	Common Stock, Par Value \$1.00
Performance Stock Units	\$ 0 ⁽⁴⁾	11/01/2011	A	42,792					⁽⁴⁾	⁽⁴⁾	Common Stock, Par Value \$1.00
Performance Stock Units	\$ 0 ⁽⁵⁾	11/01/2011	A	56,165					⁽⁵⁾	⁽⁵⁾	Common Stock, Par Value \$1.00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown William M HARRIS CORPORATION 1025 W. NASA BOULEVARD MELBOURNE, FL 32919			President and CEO	

Signatures

/s/ William M.
Brown

11/03/2011

^{**}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).

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(1) Of the 194,731 shares granted on this 11/1/11 stock option, 64,911 shares are exercisable on 11/1/12, 64,910 shares are exercisable on 11/1/13, and 64,910 shares are exercisable on 11/1/14.

(2) Of the 171,821 shares granted on this 11/1/11 stock option, 57,274 shares are exercisable on 11/1/12, 57,274 shares are exercisable on 11/1/13, and 57,273 shares are exercisable on 11/1/14.

(3) 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 40,118 performance stock units will vest on 6/27/14. Vested shares are subject to future adjustment and, if earned based upon performance, will be delivered to the reporting person within two and one-half months of vesting.

(4) 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 42,792 performance stock units will vest on 6/27/14. Vested shares are subject to future adjustment and, if earned based upon performance, will be delivered to the reporting person within two and one-half months of vesting.

(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. Of the 56,165 performance stock units, 50% will vest on 7/1/13 and 50% will vest on 7/1/14. Vested shares are subject to future adjustment and, if earned based upon performance, will be delivered to the reporting person within two and one-half months of vesting.

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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