

HARRIS CORP /DE/
Form 4
March 07, 2017

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 *
Young Christopher D.

(Last) (First) (Middle)

HARRIS CORPORATION, 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)
03/05/2017

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)
President, Communication Sys.

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) or Price		
Common Stock, Par Value \$1.00	03/05/2017		M		2,476 (1)	A	(1) 48,896.14 D
Common Stock, Par Value \$1.00	03/05/2017		D		2,476 (2)	D	\$ 110.46 46,420.14 (3) D

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

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SEC 1474 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secur (Instr. 3 and 4)
Restricted Stock Units	\$ 0 ⁽¹⁾	03/05/2017		M	2,476	⁽¹⁾ ⁽¹⁾	Common Stock, Par Value \$1.00	2,476

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Young Christopher D. HARRIS CORPORATION 1680 UNIVERSITY AVENUE ROCHESTER, NY 14610			President, Communication Sys.	

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Christopher D. Young 03/07/2017

**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) Each restricted stock unit represents a contingent right to receive the cash value of one share of the Issuer's common stock. These restricted stock units pay out in cash in three installments: 2,476 units vested on 3/5/16, an additional 2,476 units vested on 3/5/17, and the remaining 2,475 units will vest on 3/5/18. The grant was previously reported.
- (2) The 2,476 shares were paid out in cash on the March 5, 2017 vest date at the closing price of the previous trading day (March 3, 2017) of \$110.46.
- (3) Aggregate of 46,420.14 shares listed in Column 5 of Table I includes: (a) 37,830 restricted shares previously reported and subject to adjustment; (b) 27.92 shares acquired through the Harris Corporation 401(k) Retirement Plan ("Plan") from 3/8/16 through 11/16/16; and (c) an additional 9.10 shares due to rounding of previous reports by the Plan's record keeper.

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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