

Young Christopher D.
Form 4
October 02, 2018

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 *
Young Christopher D.

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, 1680 UNIVERSITY AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/28/2018

____ Director
____ Officer (give title below) Other (specify below)
Former Pres., Comm. Systems

ROCHESTER, NY 14610
(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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount | (D) | Price | |
| Common Stock, Par Value \$1.00 | 09/28/2018 | | M | | 531 ⁽¹⁾ | A | \$ 0 1,817.38 | 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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units | \$ 0 | 09/28/2018 | | D | 929 | 08/25/2020 ⁽²⁾ <u>(2)</u> | Common Stock, Par Value \$1.00 | 929 |
| Restricted Stock Units | \$ 0 | 09/28/2018 | | M | 531 | 08/25/2020 ⁽²⁾ <u>(2)</u> | Common Stock, Par Value \$1.00 | 531 |
| Restricted Stock Units | \$ 0 | 09/28/2018 | | D | 1,078 | 08/24/2021 ⁽³⁾ <u>(3)</u> | Common Stock, Par Value \$1.00 | 1,078 |
| Performance Stock Units | \$ 0 | 09/28/2018 | | D | 921 | <u>(4)</u> <u>(4)</u> | Common Stock, Par Value \$1.00 | 921 |
| Performance Stock Units | \$ 0 | 09/28/2018 | | D | 1,713 | <u>(5)</u> <u>(5)</u> | Common Stock, Par Value \$1.00 | 1,713 |
| Performance Stock Units | \$ 0 | 09/28/2018 | | D | 2,156 | <u>(6)</u> <u>(6)</u> | Common Stock, Par Value \$1.00 | 2,156 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------------|
| | Director | 10% Owner | Officer | Other |
| Young Christopher D. HARRIS CORPORATION 1680 UNIVERSITY AVENUE ROCHESTER, NY 14610 | | | | Former Pres., Comm. Systems |

Signatures

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

10/02/2018

__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) Prorated vesting of restricted stock units from award described in note (2) below. (Each restricted stock unit represents a contingent right to 1 share of Issuer's common stock.)

Of 1,490 restricted stock units awarded on 8/25/2017 (previously reported and originally scheduled to vest on 8/25/2020), upon termination of the reporting person's employment on 9/28/2018, 929 were forfeited and 531 vested due to proration for service. (Each restricted stock unit represents a contingent right to 1 share of Issuer's common stock.)
 - (3) Of 1,078 restricted stock units awarded on 8/24/2018 (previously reported and originally scheduled to vest on 8/24/2021), upon termination of the reporting person's employment on 9/28/2018, all were forfeited. (Each restricted stock unit represents a contingent right to 1 share of Issuer's common stock.)
 - (4) Of 3,680 performance stock units awarded on 8/26/2016 (previously reported and scheduled to vest at end of 3-fiscal-year performance period on 6/28/2019), upon termination of the reporting person's employment on 9/28/2018, 921 were forfeited and 2,759 were prorated for service (and remain subject to future vesting and also subject to future adjustment based on award payout formula). (Each performance stock unit represents a contingent right to 1 share of Issuer's common stock.)
 - (5) Of 2,920 performance stock units awarded on 8/25/2017 (previously reported and scheduled to vest at end of 3-fiscal-year performance period on 7/3/2020), upon termination of the reporting person's employment on 9/28/2018, 1,713 were forfeited and 1,207 were prorated for service (and remain subject to future vesting and also subject to future adjustment based on award payout formula). (Each performance stock unit represents a contingent right to 1 share of Issuer's common stock.)
 - (6) Of 2,156 performance stock units awarded on 8/24/2018 (previously reported and scheduled to vest at end of 3-fiscal-year performance period on 7/2/2021), upon termination of the reporting person's employment on 9/28/2018, all were forfeited. (Each performance stock unit represents a contingent right to 1 share of Issuer's common stock.)

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.