

HARRIS CORP /DE/
Form 4
February 03, 2006

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 *
DATTILO THOMAS A

(Last) (First) (Middle)

COOPER TIRE & RUBBER
COMPANY, 701 LIMA AVENUE

(Street)

FINDLAY, OH 45840

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2006

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)

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			
Common Stock, Par Value \$1.00	02/01/2006		M	4,000 A \$ 14.9	4,000	D	
Common Stock, Par Value \$1.00	02/01/2006		M	4,000 A \$ 16.825	8,000	D	
Common Stock, Par Value \$1.00	02/01/2006		M	4,000 A \$ 13.35	12,000	D	

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Common Stock, Par Value \$1.00	02/01/2006	M	3,000	A	\$ 17.815	15,000	D
Common Stock, Par Value \$1.00	02/01/2006	S	700	D	\$ 46.15	14,300	D
Common Stock, Par Value \$1.00	02/01/2006	S	200	D	\$ 46.16	14,100	D
Common Stock, Par Value \$1.00	02/01/2006	S	100	D	\$ 46.17	14,000	D
Common Stock, Par Value \$1.00	02/01/2006	S	800	D	\$ 46.19	13,200	D
Common Stock, Par Value \$1.00	02/01/2006	S	1,700	D	\$ 46.2	11,500	D
Common Stock, Par Value \$1.00	02/01/2006	S	200	D	\$ 46.21	11,300	D
Common Stock, Par Value \$1.00	02/01/2006	S	800	D	\$ 46.23	10,500	D
Common Stock, Par Value \$1.00	02/01/2006	S	4,200	D	\$ 46.3	6,300	D
Common Stock, Par Value \$1.00	02/01/2006	S	4,700	D	\$ 46.4	1,600	D
Common Stock, Par Value \$1.00	02/01/2006	S	300	D	\$ 46.48	1,300	D
	02/01/2006	S	1,000	D	\$ 46.5	300	D

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Common
Stock, Par
Value
\$1.00

Common Stock, Par Value \$1.00	02/01/2006		S	200	D	\$ 46.55	100		D
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Common Stock, Par Value \$1.00	02/01/2006		S	100	D	\$ 46.66	0		D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (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 An Underlying Sec (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 14.9	02/01/2006		M	4,000	08/24/2004 08/24/2011	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 16.825	02/01/2006		M	4,000	10/26/2004 10/26/2011	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 13.35	02/01/2006		M	4,000	10/25/2005 10/25/2012	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 17.815	02/01/2006		M	3,000	<u>(1)</u> 10/24/2013	Common Stock, Par Value \$1.00

Phantom Stock Units	(2)	02/01/2006	I	15,436.7	(3)	(3)	Common Stock, Par Value \$1.00
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DATTILO THOMAS A COOPER TIRE & RUBBER COMPANY 701 LIMA AVENUE FINDLAY, OH 45840	X			

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Thomas A. Dattilo
Date: 02/03/2006

**Signature of Reporting Person

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) Of the 4,000 shares granted on this 10/24/03 stock option, 2,000 shares are exercisable on 10/24/04, 1,000 shares are exercisable on 10/24/05, and 1,000 shares are exercisable on 10/24/06.
 - (2) Each phantom stock unit is the economic equivalent of one share of the Issuer's common stock.
The phantom stock units were accrued under the Harris Corporation Directors' Deferred Compensation Plans. The phantom stock units
 - (3) are to be settled in cash upon the reporting person's retirement or other events. The reporting person may also transfer the phantom stock units into alternative investment accounts in certain other instances if applicable ownership guidelines are satisfied.

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.