

HARRIS CORP /DE/
Form 4
April 04, 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 *
KENNE LESLIE F

(Last) (First) (Middle)

3450 BARRISTER'S KEEPE
CIRCLE

(Street)

FAIRFAX, VA 22031-4715

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2006

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 Beneficial 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.

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	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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price
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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)	(Instr. 8)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 3, 4, and 5)
Phantom Stock Units	(1)	04/01/2006	A	507.51						(2)	(2)	Common Stock, Par Value \$1.00	507.51	\$ 4

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KENNE LESLIE F
3450 BARRISTER'S KEEPE CIRCLE X
FAIRFAX, VA 22031-4715

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Leslie F.
Kenne

04/04/2006

**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 phantom stock unit is the economic equivalent of one share of the Issuer's common stock.
The phantom stock units were awarded on April 1, 2006 pursuant to an automatic quarterly grant under the Harris Corporation 2005 Directors' Deferred Compensation Plan. The phantom stock units are to be settled in cash following 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.
- (2) Directors' Deferred Compensation Plan. The phantom stock units are to be settled in cash following 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.
- (3) The aggregate of 3,146.60 phantom stock units includes 4.46 phantom stock units acquired through dividend reinvestment in the Harris Corporation Directors' Deferred Compensation Plans on 3/3/06.

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.