

HARRIS CORP /DE/
Form 4
August 01, 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 *
LANCE HOWARD L

(Last) (First) (Middle)

CORPORATE
HEADQUARTERS, 1025 W. NASA
BOULEVARD

(Street)

MELBOURNE, FL 32919

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2006

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)
Chairman, President, and CEO

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)	Price		
Common Stock, Par Value \$1.00	08/01/2006		S ⁽¹⁾	1,200 D	\$ 44.78	296,465.72	D
Common Stock, Par Value \$1.00	08/01/2006		S ⁽¹⁾	1,100 D	\$ 44.55	295,365.72	D
Common Stock, Par Value	08/01/2006		S ⁽¹⁾	1,100 D	\$ 44.39	294,265.72	D

\$1.00								
Common Stock, Par Value	08/01/2006	S ⁽¹⁾	1,100	D	\$ 43.87	293,165.72	D	
\$1.00								
Common Stock, Par Value	08/01/2006	S ⁽¹⁾	1,100	D	\$ 43.97	292,065.72	D	
\$1.00								
Common Stock, Par Value	08/01/2006	S ⁽¹⁾	1,100	D	\$ 44.04	290,965.72	D	
\$1.00								
Common Stock, Par Value	08/01/2006	S ⁽¹⁾	1,100	D	\$ 44.03	289,865.72	D	
\$1.00								
Common Stock, Par Value	08/01/2006	S ⁽¹⁾	1,100	D	\$ 44.1	288,765.72	D	
\$1.00								
Common Stock, Par Value	08/01/2006	S ⁽¹⁾	1,100	D	\$ 44.17	287,665.72	D	
\$1.00								
Common Stock, Par Value	08/01/2006	S ⁽¹⁾	1,000	D	\$ 44.26	286,665.72	D	
\$1.00								
Common Stock, Par Value	08/01/2006	S ⁽¹⁾	1,000	D	\$ 44.29	285,665.72	D	
\$1.00						(²)		

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.

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(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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 3 and 4)
										Ownership Following Report of Transaction (Instr. 3 and 4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANCE HOWARD L CORPORATE HEADQUARTERS 1025 W. NASA BOULEVARD MELBOURNE, FL 32919	X		Chairman, President, and CEO	

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Howard L. Lance
Date: 08/01/2006

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) The sale of 12,000 shares as reported on this Form 4 were sold pursuant to a sale plan adopted by the reporting person on November 2, 2005, pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- Aggregate of 285,665.72 shares listed in Column 5 of Table I includes: (a) 112,000 performance shares previously reported and subject to
- (2) adjustment; (b) a .82 share acquired through dividend reinvestment in the Harris Corporation 401(k) Retirement Plan on 5/26/06; and (c) a reduction of a .21 share due to rounding of previous reports of 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. 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.