

HARRIS CORP /DE/
Form 4
February 22, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
PEARSON DANIEL R

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)

GOVT. COMMS. SYSTEMS
DIVISION, 2400 PALM BAY
ROAD, N.E.

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2007

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Group Pres. - Defense Comms.

(Street)

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

PALM BAY, FL 32905

(City) (State) (Zip)

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 or Price | | |
| Common Stock, Par Value \$1.00 | 02/20/2007 | | M | | 20,000 <u>(1)</u> | A | \$ 16.275 61,639.24 D |
| Common Stock, Par Value \$1.00 | 02/20/2007 | | F | | 6,420 <u>(1)</u> | D | \$ 50.7 55,219.24 D |
| Common Stock, Par Value | 02/20/2007 | | F | | 5,015 <u>(1)</u> | D | \$ 50.7 50,204.24 D |

Edgar Filing: HARRIS CORP /DE/ - Form 4

| | | | | | | | |
|-------------------------------|------------|---|--------|---|--------------|--------------------------|---|
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/21/2007 | M | 20,000 | A | \$ 16.825 | 70,204.24 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/21/2007 | S | 200 | D | \$ 50.48 | 70,004.24 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/21/2007 | S | 2,900 | D | \$ 50.47 | 67,104.24 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/21/2007 | S | 3,200 | D | \$ 50.46 | 63,904.24 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/21/2007 | S | 8,400 | D | \$ 50.45 | 55,504.24 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/21/2007 | S | 2,800 | D | \$ 50.44 | 52,704.24 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/21/2007 | S | 100 | D | \$ 50.43 | 52,604.24 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/21/2007 | S | 400 | D | \$ 50.42 | 52,204.24 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/21/2007 | S | 400 | D | \$ 50.41 | 51,804.24 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/21/2007 | S | 600 | D | \$ 50.4 | 51,204.24 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/21/2007 | S | 1,000 | D | \$ 50.39 | 50,204.24 ⁽²⁾ | D |
| \$1.00 | | | | | | | |

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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (Right to Buy) | \$ 16.825 | 02/21/2007 | | M | 20,000 | 08/23/2005 08/23/2012 | Common Stock, Par Value \$1.00 |
| Non-Qualified Stock Option (Right to Buy) | \$ 16.275 | 02/20/2007 | | M | 20,000 | 08/22/2006 08/22/2013 | Common Stock, Par Value \$1.00 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PEARSON DANIEL R GOVT. COMMS. SYSTEMS DIVISION 2400 PALM BAY ROAD, N.E. PALM BAY, FL 32905 | | | Group Pres. - Defense Comms. | |

Signatures

/s/ Daniel R.
Pearson
Date: 02/22/2007

**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) Stock swap exercise (referenced in Table II) and disposition of shares upon tax withholding.

Edgar Filing: HARRIS CORP /DE/ - Form 4

- (2) Aggregate of 50,204.24 shares listed in Column 5 of Table I includes: (a) 3,000 restricted shares previously reported and subject to vesting; (b) 13,100 performance shares previously reported and subject to adjustment; (c) 91.14 shares acquired through the Harris Corporation Dividend Reinvestment Plan from 9/15/06 through 12/1/06; and (d) 9.35 shares acquired through dividend reinvestment in the Harris Corporation 401(k) Retirement Plan from 9/1/06 through 11/15/06.

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.