

HARRIS CORP /DE/
Form 4
May 13, 2008

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 *
MCARTHUR GARY 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)
05/12/2008

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)
VP and Chief Financial Officer

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 or Price		
Common Stock, Par Value \$1.00	05/12/2008		S ⁽¹⁾		534	D	\$ 57.02 54,370.99 D
Common Stock, Par Value \$1.00	05/12/2008		S ⁽¹⁾		444	D	\$ 57.03 53,926.99 D
Common Stock, Par Value	05/12/2008		S ⁽¹⁾		222	D	\$ 57.04 53,704.99 D

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\$1.00							
Common Stock, Par Value	05/12/2008	<u>S⁽¹⁾</u>	712	D	\$ 57.05	52,992.99	D
\$1.00							
Common Stock, Par Value	05/12/2008	<u>S⁽¹⁾</u>	222	D	\$ 57.06	52,770.99	D
\$1.00							
Common Stock, Par Value	05/12/2008	<u>S⁽¹⁾</u>	134	D	\$ 57.07	52,636.99	D
\$1.00							
Common Stock, Par Value	05/12/2008	<u>S⁽¹⁾</u>	578	D	\$ 57.08	52,058.99	D
\$1.00							
Common Stock, Par Value	05/12/2008	<u>S⁽¹⁾</u>	222	D	\$ 57.09	51,836.99	D
\$1.00							
Common Stock, Par Value	05/12/2008	<u>S⁽¹⁾</u>	133	D	\$ 57.1	51,703.99	D
\$1.00							
Common Stock, Par Value	05/12/2008	<u>S⁽¹⁾</u>	44	D	\$ 57.11	51,659.99	D
\$1.00							
Common Stock, Par Value	05/12/2008	<u>S⁽¹⁾</u>	44	D	\$ 57.12	51,615.99	D
\$1.00							
Common Stock, Par Value	05/12/2008	<u>S⁽¹⁾</u>	89	D	\$ 57.13	51,526.99	D
\$1.00							
Common Stock, Par Value	05/12/2008	<u>S⁽¹⁾</u>	44	D	\$ 57.14	51,482.99	D
\$1.00							
Common Stock, Par Value	05/12/2008	<u>S⁽¹⁾</u>	44	D	\$ 57.23	51,438.99	D
\$1.00							

Common Stock, Par Value \$1.00	05/12/2008	<u>S</u> (1)	44	D	\$ 57.24	51,394.99	D
Common Stock, Par Value \$1.00	05/12/2008	<u>S</u> (1)	133	D	\$ 57.28	51,261.99	D
Common Stock, Par Value \$1.00	05/12/2008	<u>S</u> (1)	45	D	\$ 57.3	51,216.99	D
Common Stock, Par Value \$1.00	05/12/2008	<u>S</u> (1)	44	D	\$ 57.35	51,172.99 <u>(2)</u>	D

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 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCARTHUR GARY L CORPORATE HEADQUARTERS	VP and Chief Financial Officer

1025 W. NASA BOULEVARD
MELBOURNE, FL 32919

Signatures

By: /s/ Carol H. Tumser, Attorney-in-Fact, For: Gary L.
McArthur

05/13/2008

__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 exercise and sale of 8,000 shares as reported in this Form 4 were sold pursuant to a sale plan adopted by the Reporting Person on August 10, 2007, pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.

Aggregate of 51,172.99 shares listed in Column 5 of Table I includes: (a) 18,000 performance shares previously reported and subject to adjustment; (b) 6,000 restricted shares previously reported and subject to vesting; (c) 6.61 shares acquired through the Harris Corporation 401(k) Retirement Plan on 2/29/08 and (d) a .05 share acquired through the Harris Corporation Dividend Reinvestment Plan on 3/14/08.

Remarks:

Exhibit List:

Exhibit 24 - Power of Attorney

This Form 4 is the second of two being filed by the Reporting Person on May 13, 2008. A total of two Forms 4 were filed by

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.