

HARRIS CORP /DE/
Form 4
April 04, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KATEN KAREN L

(Last) (First) (Middle)

PFIZER, INC., 235 E. 42ND
STREET, 23RD FLOOR

(Street)

NEW YORK, NY 10017

(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 Indirect 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.

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information contained in this form are not
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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 of Underlying Securities

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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. 8)
Phantom Stock Units	(1)	04/01/2006	A	348.91	(2)	(2)						Common Stock, Par Value \$1.00	348.91	\$ 4
Phantom Stock Units	(1)	04/01/2006	A	507.51	(3)	(3)						Common Stock, Par Value \$1.00	507.51	\$ 4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KATEN KAREN L PFIZER, INC. 235 E. 42ND STREET, 23RD FLOOR NEW YORK, NY 10017			X	

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Katen
Katen

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 accrued under the Harris Corporation 2005 Directors' Deferred Compensation Plans. The phantom stock units are to be settled in cash upon the reporting person's retirement and 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) 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.
- (3) The aggregate of 44,395.60 phantom stock units includes 73.55 phantom stock units acquired through dividend reinvestment in the Harris Corporation Directors' Deferred Compensation Plans on 3/3/06.
- (4)

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.

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