

HENRY ROBERT K
Form 4
September 01, 2009

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HENRY ROBERT K

(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)
08/28/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Exec. VP and COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
			Code	V	Amount (A) or (D)	Price	
Common Stock, Par Value \$1.00	08/28/2009		A		3,050 (1)	A \$ 0	60,229.91 D
Common Stock, Par Value \$1.00	08/28/2009		F		5,559 (2)	D \$ 35.04	54,670.91 (3) D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 35.04	08/28/2009		A	85,300	(4) 08/28/2019	Common Stock, Par Value \$1.00 85,300

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HENRY ROBERT K CORPORATE HEADQUARTERS 1025 W. NASA BOULEVARD MELBOURNE, FL 32919	Exec. VP and COO

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Robert K. Henry 09/01/2009

__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) Increase in performance shares granted 8/25/06 based upon performance share payout formula.

(2) Shares withheld by company to pay tax liability on vesting of performance shares previously awarded.

Aggregate of 54,670.91 shares listed in Column 5 of Table 1 includes: (a) 9,800 performance shares previously reported and subject to adjustment; (b) 35.37 shares acquired through the Harris Corporation 401(k) Retirement Plan ("Plan") from 9/2/08 through 5/28/09; (c)

(3) 63.61 shares acquired through the Plan pursuant to an adjustment to the number of outstanding shares as a result of a reinvestment into shares of the value related to the spin-off dividend distribution of the Issuer's Harris Stratex Networks, Inc. subsidiary on 5/27/09; and (d) a reduction of a .16 share due to rounding of previous reports of the Plan's record keeper.

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- (4) Of the 85,300 shares granted on this 8/28/09 stock option, 28,434 shares are exercisable on 8/28/10, 28,433 shares are exercisable on 8/28/11, and 28,433 shares are exercisable on 8/28/12.

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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