

MORRIS JAMES D
 Form 4
 February 05, 2013

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 *
MORRIS JAMES D

(Last) (First) (Middle)

INTEGRATED NETWORK SOLUTIONS, 21000 ATLANTIC BOULEVARD, SUITE 300

(Street)

DULLES, VA 20166

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2013

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)
 Group Pres., Int. Network Sol.

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) | 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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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (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) | \$ 46.28 | 02/01/2013 | A | | 86,100 | | (1) | 02/01/2023 | Common Stock, Par Value \$1.00 | 86,100 |
| Performance Stock Units | \$ 0 (2) | 02/01/2013 | A | | 11,300 | | (2) | (2) | Common Stock, Par Value \$1.00 | 11,300 |
| Restricted Stock Units | \$ 0 (3) | 02/01/2013 | A | | 51,600 | | (3) | (3) | Common Stock, Par Value \$1.00 | 51,600 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MORRIS JAMES D
 INTEGRATED NETWORK SOLUTIONS
 21000 ATLANTIC BOULEVARD, SUITE 300
 DULLES, VA 20166

Group Pres., Int. Network Sol.

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: James D. Morris

02/05/2013

__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) Of the 86,100 shares granted on this 2/1/13 stock option, 28,700 shares are exercisable on 2/1/14, 28,700 shares are exercisable on 2/1/15, and 28,700 shares are exercisable on 2/1/16.
 Each performance stock unit represents a contingent right to one share of the Issuer's common stock. Performance stock units are subject to future adjustment; performance period started 6/30/12. The 11,300 performance stock units will vest on 7/3/15. Vested shares are subject to future adjustment and, if earned based on performance, will be delivered to the reporting person within two and one-half months of vesting.
 - (2)
 - (3) Each restricted stock unit represents a contingent right to one share of the Issuer's common stock. Of the 51,600 units granted on this 2/1/13 restricted stock units award, 17,200 units vest on 2/1/14, 17,200 units vest on 2/1/15, and 17,200 units vest on 2/1/16.

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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