

HARRIS CORP /DE/  
Form 4  
August 26, 2014

**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 \*  
MEHNERT DANA A

(Last) (First) (Middle)

RF COMMUNICATIONS  
DIVISION, 1680 UNIVERSITY  
AVENUE

(Street)

ROCHESTER, NY 14610

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/22/2014

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., RF Communications

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)
			Code	V	Amount (A) or (D) Price		
Common Stock, Par Value \$1.00	08/22/2014		M		12,400 <sup>(1)</sup>	A	\$ 0 49,838.86 D
Common Stock, Par Value \$1.00	08/22/2014		D		2,393 <sup>(2)</sup>	D	\$ 0 47,445.86 D
Common Stock, Par Value	08/22/2014		F		5,161 <sup>(3)</sup>	D	\$ 42,284.86 D 71.02

\$1.00

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 of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance Stock Units	\$ 0 <sup>(4)</sup>	08/22/2014		M	12,400	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock Par Value \$1.00
Non-Qualified Stock Option (Right to Buy)	\$ 71.02	08/22/2014		A	30,800	08/22/2017 <sup>(5)</sup>	08/22/2024	Common Stock Par Value \$1.00
Performance Stock Units	\$ 0 <sup>(6)</sup>	08/22/2014		A	6,700	<sup>(6)</sup>	<sup>(6)</sup>	Common Stock Par Value \$1.00

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEHNERT DANA A RF COMMUNICATIONS DIVISION 1680 UNIVERSITY AVENUE ROCHESTER, NY 14610			Group Pres., RF Communications	

## Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Dana A. Mehnert

08/26/2014

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) This transaction represents the settlement of vested performance stock units in shares of common stock. These were performance stock units granted on 8/26/11 that vested on 6/27/14 and were paid in shares of common stock on 8/22/14. Each performance stock unit represents a contingent right to receive one share of the Issuer's common stock. The grant was previously reported.

(2) Decrease in performance stock units granted 8/26/11 based upon performance stock unit payout formula resulting in a reduction and forfeiture of shares of common stock on 8/22/14.

(3) Shares withheld by company to pay tax liability on vesting and payout of performance stock units previously awarded.

(4) Performance stock units represent a contingent right to receive one share of the Issuer's common stock subject to adjustment based upon satisfaction of performance criteria.

(5) Of the 30,800 options granted on this 8/22/14 stock option, 10,267 options become exercisable on 8/22/15, an additional 10,267 options become exercisable on 8/22/16, and the remaining 10,266 options become exercisable on 8/22/17.

(6) 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 6/28/14. The 6,700 performance stock units will vest on 6/30/17. Vested shares are subject to future adjustment and will be delivered to the reporting person within two and one-half months of vesting.

### 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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