

MEHNERT DANA A

Form 4

March 06, 2018

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 *
MEHNERT DANA A

(Last) (First) (Middle)

400 INITIATIVE DRIVE

(Street)

ROCHESTER, NY 14620

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HARRIS CORP /DE/ [HRS]

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

03/05/2018

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)

SVP, Chief Global Bus Dev Off

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)
Common Stock, Par Value \$1.00	03/05/2018		M ⁽¹⁾	51,200 A	\$ 56.97 125,635.45	D	
Common Stock, Par Value \$1.00	03/05/2018		S	10,500 D	\$ 151.69 115,135.45	D	
Common Stock, Par Value \$1.00	03/05/2018		S	11,792 D	\$ 152.98 103,343.45	D	

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Common Stock, Par Value \$1.00	03/05/2018	S	28,508	D	\$ 153.82 (4)	74,835.45	D
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Common Stock, Par Value \$1.00	03/05/2018	S	400	D	\$ 154.31 (5)	74,435.45 (6)	D
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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)
Non-Qualified Stock Option (Right to Buy)	\$ 56.97	03/05/2018		M(1)	51,200	08/23/2016 08/23/2023	Common Stock, Par Value \$1.00

Reporting Owners

Reporting Owner Name / Address	Relationships
MEHNERT DANA A 400 INITIATIVE DRIVE ROCHESTER, NY 14620	Director 10% Owner Officer Other SVP, Chief Global Bus Dev Off

Signatures

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

03/06/2018

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 of an option and sale of the underlying 51,200 shares on March 5, 2018 as reported on this Form 4 were executed pursuant to a sale plan adopted by the reporting person on January 31, 2018, pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.

The price reported in Column 4 for the sale of 10,500 shares is a weighted average sale price of \$151.69. The sale prices ranged from
(2) \$151.20 to \$152.16. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each price within the range.

The price reported in Column 4 for the sale of 11,792 shares is a weighted average sale price of \$152.98. The sale prices ranged from
(3) \$152.29 to \$153.28. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each price within the range.

The price reported in Column 4 for the sale of 28,508 shares is a weighted average sale price of \$153.82. The sale prices ranged from
(4) \$153.29 to \$154.28. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each price within the range.

The price reported in Column 4 for the sale of 400 shares is a weighted average sale price of \$154.31. The sale prices ranged from
(5) \$154.30 to \$154.34. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each price within the range.

(6) Aggregate of 74,435.45 shares listed in Column 5 of Table I includes 41.54 shares acquired through dividend reinvestment in the Harris Corporation 401(k) Retirement Plan from 9/7/17 through 11/16/17.

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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