

FOX SHELDON J
Form 3
June 04, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â FOX SHELDON J
(Last) (First) (Middle)

HARRIS CORPORATION,Â 2400 PALM BAY ROAD, N.E.
(Street)

PALM BAY,Â FLÂ 32905
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
06/01/2010

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Group Pres. - Govt. Comms. Sys

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

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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, Par Value \$1.00 | 23,824.27 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------------------------|----------------------------|---------------|---------------------------------------|---|
| Non-Qualified Stock Option (Right to Buy) | 09/17/2006 | 09/17/2013 | Common Stock, Par Value \$1.00 | 6,342 | \$ 16.66 | D | Â |
| Non-Qualified Stock Option (Right to Buy) | 08/27/2007 | 08/27/2011 | Common Stock, Par Value \$1.00 | 4,650 | \$ 22.71 | D | Â |
| Non-Qualified Stock Option (Right to Buy) | 08/26/2008 | 08/26/2012 | Common Stock, Par Value \$1.00 | 2,853 | \$ 35.19 | D | Â |
| Non-Qualified Stock Option (Right to Buy) | 08/25/2009 | 08/25/2013 | Common Stock, Par Value \$1.00 | 6,976 | \$ 41.46 | D | Â |
| Non-Qualified Stock Option (Right to Buy) | Â <u>(2)</u> | 08/24/2014 | Common Stock, Par Value \$1.00 | 9,724 | \$ 55.78 | D | Â |
| Non-Qualified Stock Option (Right to Buy) | Â <u>(3)</u> | 08/22/2015 | Common Stock, Par Value \$1.00 | 11,891 | \$ 48.96 | D | Â |
| Non-Qualified Stock Option (Right to Buy) | Â <u>(4)</u> | 08/28/2019 | Common Stock, Par Value \$1.00 | 17,700 | \$ 35.04 | D | Â |
| Phantom Stock Units | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock, Par Value \$1.00 | 412.96 | \$ <u>(6)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FOX SHELDON J HARRIS CORPORATION 2400 PALM BAY ROAD, N.E. PALM BAY, FL 32905 | Â | Â | Â Group Pres. - Govt. Comms. Sys | Â |

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Sheldon
J. Fox

06/04/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
Aggregate of 23,824.27 shares listed in Column 2 of Table I includes: (a) 9,550 performance shares which are subject to adjustment; (b)
 - (1) 6,000 restricted shares granted on 8/28/09 and subject to vesting on 8/28/12; and (c) 3,387.12 shares acquired through the Harris Corporation 401(k) Retirement Plan as of 6/1/10.
 - (2) Of the 9,724 shares granted on this 8/24/07 stock option, 4,862 shares are exercisable on 8/24/08, 2,431 shares are exercisable on 8/24/09, and 2,431 shares are exercisable on 8/24/10.
 - (3) Of the 11,891 shares granted on this 8/22/08 stock option, 5,946 shares are exercisable on 8/22/09, 2,973 shares are exercisable on 8/22/10, and 2,972 shares are exercisable on 8/22/11.
 - (4) Of the 17,700 shares granted on this 8/28/09 stock option, 5,900 shares are exercisable on 8/28/10, 5,900 shares are exercisable on 8/28/11, and 5,900 shares are exercisable on 8/28/12.Reported phantom stock units acquired under Harris Corporation's Supplemental Executive Retirement Plan and will be settled in cash
 - (5) following the reporting person's retirement, termination of service, or other specified events. Phantom stock units may be transferred by the reporting person into alternative investment accounts at any time.
 - (6) Each phantom stock unit is the economic equivalent of one share of the Issuer's common stock.

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Remarks:

ExhibitÂ List:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.