

PEARSON DANIEL R
Form 4
December 15, 2010

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 *
PEARSON DANIEL R

(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)
12/13/2010

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)
Exec. VP and COO

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 | 12/13/2010 | | M ⁽¹⁾ | | 13,740 | A | \$ 35.19 |
| | | | | | | | 94,087.34 |
| | | | | | | | D |
| Common Stock, Par Value \$1.00 | 12/13/2010 | | M ⁽¹⁾ | | 16,834 | A | \$ 35.04 |
| | | | | | | | 110,921.34 |
| | | | | | | | D |
| Common Stock, Par Value | 12/13/2010 | | S ⁽¹⁾ | | 30,574 | D | \$ 45.9584 |
| | | | | | | | 80,347.34 ⁽³⁾ |
| | | | | | | | ⁽²⁾ |
| | | | | | | | D |

\$1.00

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 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 of Underlying Security (Instr. 3 and 4) | Am or Num of S | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Non-Qualified Stock Option (Right to Buy) | \$ 35.04 | 12/13/2010 | | M | 16,834 | ⁽⁴⁾ 08/28/2019 | Common Stock, Par Value \$1.00 | 16 | |
| Non-Qualified Stock Option (Right to Buy) | \$ 35.19 | 12/13/2010 | | M | 13,740 | 08/26/2008 08/26/2012 | Common Stock, Par Value \$1.00 | 13 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PEARSON DANIEL R CORPORATE HEADQUARTERS 1025 W. NASA BOULEVARD MELBOURNE, FL 32919 | | | Exec. VP and COO | |

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Daniel R. Pearson

12/15/2010

__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 options and sale of the underlying 30,574 shares as reported in this Form 4 were sold pursuant to a sale plan adopted by the reporting person on November 11, 2010, pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.

The 30,574 shares were sold at a weighted average sale price of \$45.9584. The prices actually received in multiple transactions ranged
- (2) from \$45.78 to \$46.20. The reporting person will provide the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

Aggregate of 80,347.34 shares listed in Column 5 of Table 1 includes: (a) 33,100 performance shares previously reported and subject to
- (3) adjustment; (b) 14,000 restricted shares previously reported and subject to vesting; and (c) a .76 share acquired through the Harris Corporation Dividend Reinvestment Plan from 9/17/10 through 12/3/10.
- (4) Of the 50,500 shares granted on this 8/28/09 option, 16,834 shares are exercisable on 8/28/10, 16,833 shares are exercisable on 8/28/11, and 16,833 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. 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.