

Harris Stratex Networks, Inc.

Form 4

May 15, 2009

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 *
HARRIS CORP /DE/

2. Issuer Name **and** Ticker or Trading
Symbol
Harris Stratex Networks, Inc.
[HSTX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1025 WEST NASA BOULEVARD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2009

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

MELBOURNE, FL 32919

4. 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

(City) (State) (Zip)

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) |
|---|---|---|---|---|--|---|---|
| Class A Common Stock ⁽¹⁾ | 05/13/2009 | | C | 32,913,377 | A \$ 0 32,913,377 | D | |
| Class A Common Stock ⁽¹⁾ | 05/13/2009 | | J | 32,913,377 | D \$ 0 0 | D | |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Class B Common Stock ⁽¹⁾ | <u>(1)</u> | 05/13/2009 | | C | 32,913,377 | <u>(2)</u> <u>(3)</u> | Class A Common Stock 32,913,377 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HARRIS CORP /DE/ 1025 WEST NASA BOULEVARD MELBOURNE, FL 32919 | X | X | | |

Signatures

Harris Corporation Name: /s/ Scott T. Mikuen Title: Vice President, Associate General Counsel and Secretary
05/15/2009
Date

Signature of Reporting Person

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).

Harris Corporation ("Harris") owns 32,913,377 shares of Class B common stock ("Class B Common Stock"), of Harris Stratex Networks, Inc. ("HSTX"), which represent all outstanding shares of such class. Each share of Class B Common Stock is exchangeable at the holder's option at any time for one share of Class A common stock ("Class A Common Stock"), of HSTX. Harris is distributing all shares of HSTX it owns to shareholders of Harris by means of a pro rata dividend. The record date for this dividend was 5:30 p.m. Eastern Time on May 13, 2009 and the dividend will be payable on May 27, 2009 ("Payment Date"). Immediately prior to the Payment Date, Harris will exchange the 32,913,377 shares of the Class B Common Stock it owns for 32,913,377 shares of Class A Common Stock and will distribute these shares of Class A Common Stock in the dividend. Until it exchanges Class B Common Stock, Harris will continue to have the right to elect five of the nine directors of HSTX separately as a class.

(2) Immediately exchangeable

(3) None

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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