

HARRIS CORP /DE/
Form 4
March 06, 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 *
HAY LEWIS III

(Last) (First) (Middle)

11770 U.S. HIGHWAY 1, SUITE 310

(Street)

PALM BEACH GARDENS, FL 33408

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2014

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, Par Value \$1.00 | 03/05/2014 | | M ⁽¹⁾ | | 4,228 | A | \$ 27.3 |
| | | | | | 8,456 | | |
| Common Stock, Par Value \$1.00 | 03/05/2014 | | S ⁽¹⁾ | | 4,228 | D | \$ 74.6154 |
| | | | | | 4,228 | | |

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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|
| | | | | | | Date Exercisable | Expiration Date | |
| Non-Qualified Stock Option (Right to Buy) | \$ 27.3 | 03/05/2014 | | M ⁽¹⁾ | 4,228 | 10/22/2007 | 10/22/2014 | Common Stock, Par Value \$1.00 |
| Phantom Stock Units | <u>(3)</u> | 03/04/2014 | | I | 30,000 | <u>(4)</u> | <u>(4)</u> | Common Stock, Par Value \$1.00 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HAY LEWIS III 11770 U.S. HIGHWAY 1, SUITE 310 PALM BEACH GARDENS, FL 33408 | | X | | |

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Lewis Hay III

03/06/2014

**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) The exercise of an option and sale of the underlying 4,228 shares on March 5, 2014 as reported on this Form 4 were sold pursuant to a sale plan adopted by the reporting person on December 2, 2013, pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.

(2) The price reported in Column 4 is a weighted average sale price. The 4,228 shares were sold in multiple transactions at prices ranging from \$74.38 to \$75.02 and a weighted average sale price of \$74.6154. The reporting person will provide to 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.

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- (3) Each phantom stock unit is the economic equivalent of one share of the Issuer's common stock.

The phantom stock units were accrued under the Harris Corporation 2005 Directors' Deferred Compensation Plan. The phantom stock units are to be settled in cash upon the reporting person's retirement or other events. The reporting person may also transfer the phantom stock units into alternative investment accounts in certain other instances if applicable ownership guidelines are satisfied.

- (4) The disposition of 30,000 phantom stock units, as reported in this Form 4, was effected pursuant to a Harris Stock Fund Transfer and Instruction Plan adopted by the reporting person on December 2, 2013. The value of such 30,000 phantom stock units in the Harris Corporation 2005 Directors' Deferred Compensation Plan was transferred into alternative investment accounts under the Harris Corporation 2005 Directors' Deferred Compensation Plan.
- (5)

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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