

HARRIS CORP /DE/  
Form 10-Q  
April 29, 2010

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended April 2, 2010  
or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 1-3863  
HARRIS CORPORATION  
(Exact name of registrant as specified in its charter)**

**Delaware**

**34-0276860**

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer Identification No.)

**1025 West NASA Boulevard  
Melbourne, Florida**

**32919**

(Address of principal executive offices)

(Zip Code)

**(321) 727-9100**

(Registrant's telephone number, including area code)

**No changes**

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting

Smaller reporting company

company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The number of shares outstanding of the registrant's common stock as of April 23, 2010 was 129,834,657 shares.

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**FORM 10-Q**  
**For the Quarter Ended April 2, 2010**  
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This Quarterly Report on Form 10-Q contains trademarks, service marks and registered marks of Harris Corporation and its subsidiaries.

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**Table of Contents****PART I. FINANCIAL INFORMATION****Item 1. Financial Statements.**

**HARRIS CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENT OF INCOME**  
(Unaudited)

	<b>Quarter Ended</b>		<b>Three Quarters Ended</b>	
	<b>April 2, 2010</b>	<b>April 3, 2009</b>	<b>April 2, 2010</b>	<b>April 3, 2009</b>
	<b>(In millions, except per share amounts)</b>			
Revenue from product sales and services	\$ 1,329.5	\$ 1,205.1	\$ 3,750.2	\$ 3,710.9
Cost of product sales and services	(820.0)	(813.3)	(2,410.7)	(2,530.5)
Engineering, selling and administrative expenses	(245.0)	(188.4)	(672.8)	(569.8)
Non-operating income (loss)	(0.5)	6.6	(1.0)	(2.2)
Interest income	0.4	0.7	1.1	2.6
Interest expense	(18.1)	(12.6)	(54.5)	(38.8)
Income from continuing operations before income taxes	246.3	198.1	612.3	572.2
Income taxes	(80.1)	(62.2)	(202.1)	(176.3)
Income from continuing operations	166.2	135.9	410.2	395.9
Discontinued operations, net of income taxes		(38.4)		(356.7)
Net income	166.2	97.5	410.2	39.2
Noncontrolling interest in discontinued operations, net of income taxes		16.7		155.1
Net income attributable to Harris Corporation	\$ 166.2	\$ 114.2	\$ 410.2	\$ 194.3
<b>Amounts attributable to Harris Corporation common shareholders</b>				
Income from continuing operations	\$ 166.2	\$ 135.9	\$ 410.2	\$ 395.9
Discontinued operations, net of income taxes		(21.7)		(201.6)
Net income	\$ 166.2	\$ 114.2	\$ 410.2	\$ 194.3
<b>Net income per common share attributable to Harris Corporation common shareholders</b>				
Basic net income per common share attributable to Harris Corporation common shareholders				
Continuing operations	\$ 1.27	\$ 1.02	\$ 3.13	\$ 2.97
Discontinued operations		(0.16)		(1.51)

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	\$ 1.27	\$ 0.86	\$ 3.13	\$ 1.46
Diluted net income per common share attributable to Harris Corporation common shareholders				
Continuing operations	\$ 1.27	\$ 1.02	\$ 3.12	\$ 2.96
Discontinued operations		(0.16)		(1.51)
	\$ 1.27	\$ 0.86	\$ 3.12	\$ 1.45
Cash dividends paid per common share	\$ .22	\$ .20	\$ .66	\$ .60
Basic weighted average shares outstanding	130.4	132.7	131.0	133.3
Diluted weighted average shares outstanding	130.7	133.1	131.3	133.8

See accompanying Notes to Condensed Consolidated Financial Statements (Unaudited).

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**HARRIS CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEET**  
**(Unaudited)**

	<b>April 2, 2010</b>	<b>July 3, 2009</b>
	<b>(In millions, except shares)</b>	
<b>Assets</b>		
<i>Current Assets</i>		
Cash and cash equivalents	\$ 405.7	\$ 281.2
Receivables	656.6	770.8
Inventories	647.2	607.2
Income taxes receivable		21.0
Current deferred income taxes	144.3	117.2
Other current assets	58.1	62.0
<b>Total current assets</b>	<b>1,911.9</b>	<b>1,859.4</b>
<i>Non-current Assets</i>		
Property, plant and equipment	584.3	543.2
Goodwill	1,576.8	1,507.1
Intangible assets	306.4	335.6
Non-current deferred income taxes	93.7	85.3
Other non-current assets	154.6	134.5
<b>Total non-current assets</b>	<b>2,715.8</b>	<b>2,605.7</b>
	<b>\$ 4,627.7</b>	<b>\$ 4,465.1</b>
<b>Liabilities and Shareholders Equity</b>		
<i>Current Liabilities</i>		
Short-term debt	\$	\$ 105.7
Accounts payable	341.5	368.0
Compensation and benefits	191.6	224.9
Other accrued items	302.6	288.7
Advance payments and unearned income	160.6	121.7
Income taxes payable	16.0	
Current portion of long-term debt	0.8	0.7
<b>Total current liabilities</b>	<b>1,013.1</b>	<b>1,109.7</b>
<i>Non-current Liabilities</i>		
Long-term debt	1,176.7	1,177.3
Long-term contract liability	135.7	145.6
Other long-term liabilities	185.3	163.4
<b>Total non-current liabilities</b>	<b>1,497.7</b>	<b>1,486.3</b>
<i>Shareholders Equity</i>		
Preferred stock, without par value; 1,000,000 shares authorized; none issued	128.3	131.4

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Common stock, \$1.00 par value; 500,000,000 shares authorized; issued and outstanding 128,299,638 shares at April 2, 2010 and 131,370,702 shares at July 3, 2009

Other capital	463.3	466.3
Retained earnings	1,537.3	1,322.8
Accumulated other comprehensive loss	(12.0)	(51.4)
Total shareholders' equity	2,116.9	1,869.1
	\$ 4,627.7	\$ 4,465.1

See accompanying Notes to Condensed Consolidated Financial Statements (Unaudited).

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**HARRIS CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**  
**(Unaudited)**

	<b>Three Quarters Ended</b>	
	<b>April 2,</b>	<b>April 3,</b>
	<b>2010</b>	<b>2009</b>
	<b>(In millions)</b>	
<b>Operating Activities</b>		
Net income	\$ 410.2	\$ 194.3
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	121.0	127.5
Purchased in-process research and development write-off		2.4
Share-based compensation	28.8	27.5
Non-current deferred income taxes	(0.6)	(7.6)
Impairment of securities available-for-sale		7.6
Impairment of goodwill and other long-lived assets		301.0
Noncontrolling interest in discontinued operations, net of income taxes		(155.1)
(Increase) decrease in:		
Accounts and notes receivable	119.7	(30.0)
Inventories	(46.9)	(48.0)
Increase (decrease) in:		
Accounts payable and accrued expenses	(65.2)	(66.2)
Advance payments and unearned income	38.9	24.0
Income taxes	24.5	(3.6)
Other	4.9	30.7
Net cash provided by operating activities	635.3	404.5
<b>Investing Activities</b>		
Cash paid for acquired businesses	(40.2)	(9.1)
Additions of property, plant and equipment	(129.9)	(86.8)
Additions of capitalized software	(6.3)	(10.1)
Cash paid for short-term investments available-for-sale		(1.2)
Proceeds from the sale of short-term investments available-for-sale		3.7
Net cash used in investing activities	(176.4)	(103.5)
<b>Financing Activities</b>		
Proceeds from borrowings		78.5
Repayments of borrowings	(106.6)	(80.5)
Proceeds from exercises of employee stock options	12.1	7.6
Repurchases of common stock	(155.7)	(132.2)
Cash dividends	(86.4)	(80.1)
Net cash used in financing activities	(336.6)	(206.7)

Effect of exchange rate changes on cash and cash equivalents	2.2	(12.3)
<b>Net increase in cash and cash equivalents</b>	124.5	82.0
<b>Cash and cash equivalents, beginning of year</b>	281.2	370.0
<b>Cash and cash equivalents, end of quarter</b>	405.7	452.0
<b>Less cash and cash equivalents of discontinued operations</b>		(115.6)
<b>Cash and cash equivalents of continuing operations, end of quarter</b>	\$ 405.7	\$ 336.4

See accompanying Notes to Condensed Consolidated Financial Statements (Unaudited).

**Table of Contents****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)****April 2, 2010****Note A Significant Accounting Policies and Recent Accounting Standards***Basis of Presentation*

The accompanying condensed consolidated financial statements include the accounts of Harris Corporation and its subsidiaries. As used in these Notes to Condensed Consolidated Financial Statements (Unaudited) (these Notes), the terms Harris, Company, we, our, and us refer to Harris Corporation and its consolidated subsidiaries. Significant intercompany transactions and accounts have been eliminated. The accompanying condensed consolidated financial statements have been prepared by Harris, without an audit, in accordance with U.S. generally accepted accounting principles for interim financial information and with the rules and regulations of the Securities and Exchange Commission (SEC). Accordingly, they do not include all information and footnotes necessary for a complete presentation of financial position, results of operations and cash flows in conformity with U.S. generally accepted accounting principles. In the opinion of management, such interim financial statements reflect all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation of financial position, results of operations and cash flows for such periods. The results for the quarter and three quarters ended April 2, 2010 are not necessarily indicative of the results that may be expected for the full fiscal year or any subsequent period. The balance sheet at July 3, 2009 has been derived from the audited financial statements but does not include all of the information and footnotes required by U.S. generally accepted accounting principles for annual financial statements. We provide complete financial statements in our Annual Report on Form 10-K, which includes information and footnotes required by the rules and regulations of the SEC. The information included in this Quarterly Report on Form 10-Q (this Report) should be read in conjunction with the Management's Discussion and Analysis of Financial Condition and Results of Operations, and the Consolidated Financial Statements and accompanying Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended July 3, 2009 (the Fiscal 2009 Form 10-K).

In the fourth quarter of fiscal 2009, in connection with the May 27, 2009 spin-off (the Spin-off) in the form of a taxable pro rata dividend to our shareholders of all the shares of Harris Stratex Networks, Inc. (HSTX) common stock owned by us (which constituted a controlling interest in HSTX), we eliminated as a reporting segment our former HSTX segment, which is reported as discontinued operations in this Report. As a result, our historical financial results have been restated to account for HSTX as discontinued operations for all periods presented in this Report. See *Note B Discontinued Operations* in these Notes for additional information regarding discontinued operations. Unless otherwise specified, disclosures in these Notes relate solely to our continuing operations.

The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires us to make estimates and assumptions that affect the amounts reported in the accompanying condensed consolidated financial statements and these Notes. Actual results could differ from those estimates and assumptions.

*Adoption of New Accounting Standards*

In the first quarter of fiscal 2010, we adopted the following accounting standards, none of which had a material impact on our financial position, results of operations or cash flows:

The Financial Accounting Standards Board (FASB) Accounting Standards Codification (Codification), which is now the source of authoritative U.S. generally accepted accounting principles (GAAP) recognized by the FASB to be applied for financial statements issued for periods ending after September 15, 2009. Additionally, we are using the new guidelines prescribed by the Codification when referring to GAAP, including the elimination of pre-Codification GAAP references unless accompanied by Codification GAAP references. The provisions of the accounting standard for fair value measurements related to nonfinancial assets and nonfinancial liabilities that are recognized or disclosed at fair value in the financial statements on a nonrecurring basis; and the accounting standard requiring interim disclosures about fair value of financial instruments, which extends the annual disclosure requirements about fair value of financial instruments to interim reporting periods. See *Note L Fair Value Measurements* in these Notes for fair value disclosures required by these standards.



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The accounting standard updating accounting, presentation and disclosure requirements for noncontrolling interests in consolidated financial statements, which requires that noncontrolling interests (previously referred to as minority interests) be clearly identified and presented as a component of equity, separate from the parent equity. This standard also requires that the amount of consolidated net income attributable to the parent and to the noncontrolling interest be clearly identified and presented on the face of the consolidated statement of income; that changes in ownership interest be accounted for as equity transactions; and that when a subsidiary is deconsolidated, any retained noncontrolling equity investment in that subsidiary and the gain or loss on the deconsolidation of that subsidiary be measured at fair value. The noncontrolling interest referenced in the accompanying condensed consolidated financial statements and these Notes relates to HSTX, which, as discussed in these Notes, is reported as discontinued operations in this Report as a result of the Spin-off; and the noncontrolling interest was comprised of the shares of HSTX not owned by us prior to the Spin-off. As a result of implementing this standard, for the applicable periods in the accompanying Condensed Consolidated Statement of Income (Unaudited), the Net income line item includes 100 percent of the results of HSTX, and the Net income attributable to Harris Corporation line item includes 56 percent of the results of HSTX (which was the percentage of outstanding shares of HSTX owned by us prior to the Spin-off).

The accounting standard for determining whether instruments granted in share-based payment transactions are participating securities. In accordance with this standard, basic and diluted weighted average shares outstanding for prior periods have been restated. See *Note I Income From Continuing Operations Per Share* in these Notes for further information.

The accounting standards for accounting for business combinations, which significantly change the accounting and reporting requirements related to business combinations, including the recognition of acquisition-related transaction and post-acquisition restructuring costs in our results of operations as incurred. While the adoption of these standards did not have a material impact on our results of operations or cash flows directly in, or on our financial position directly as of the end of, the first three quarters of fiscal 2010, it may have a significant effect on the accounting for any future acquisitions we make.

In the third quarter of fiscal 2010, we adopted the following accounting standards, none of which had a material impact on our financial position, results of operations or cash flows:

The accounting standard that requires additional disclosures about fair value of financial instruments and also clarifies certain existing disclosure requirements, including the requirement to provide fair value measurement disclosures for each class of assets and liabilities instead of each major category of assets and liabilities. See *Note L Fair Value Measurements* in these Notes for fair value disclosures required by this standard.

The accounting standard that eliminated the requirement for SEC filers to disclose the date through which subsequent events were evaluated.

*Accounting Standards Issued But Not Yet Effective*

In October 2009, the FASB issued an accounting standards update that revises accounting and reporting requirements for arrangements with multiple deliverables. This update allows the use of an estimated selling price to determine the selling price of a deliverable in cases where neither vendor-specific objective evidence nor third-party evidence is available, which is expected to increase the ability for entities to separate deliverables in multiple-deliverable arrangements and, accordingly, to decrease the amount of revenue deferred in these cases. Additionally, this update requires the total selling price of a multiple-deliverable arrangement to be allocated at the inception of the arrangement to all deliverables based on relative selling prices. This update is to be applied prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, which for us is our fiscal 2011. We are currently evaluating the impact the adoption of this update will have on our financial position, results of operations and cash flows.

In October 2009, the FASB issued an accounting standards update that clarifies which revenue allocation and measurement guidance should be used for arrangements that contain both tangible products and software, in cases where the software is more than incidental to the tangible product as a whole. More specifically, if the software sold with or embedded within the tangible product is essential to the functionality of the tangible product, then this software as well as undelivered software elements that relate to this software are excluded from the scope of existing

software revenue guidance, which is expected to decrease the amount of revenue deferred in these cases. This update is to be applied prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, which for us is our fiscal 2011. We are currently evaluating the impact the adoption of this update will have on our financial position, results of operations and cash flows.

**Table of Contents***Reclassifications*

Certain prior-year amounts have been reclassified in the accompanying condensed consolidated financial statements to conform with current-year classifications.

**Note B Discontinued Operations**

In the fourth quarter of fiscal 2009, in connection with the Spin-off in the form of a taxable pro rata dividend to our shareholders of all the shares of HSTX common stock owned by us (which constituted a controlling interest in HSTX), we eliminated as a reporting segment our former HSTX segment, which is reported as discontinued operations in this Report. As a result, our historical financial results have been restated to account for HSTX as discontinued operations for all periods presented in this Report.

Summarized financial information for our discontinued operations in the quarter and three quarters ended April 3, 2009 is as follows:

	<b>Quarter Ended April 3, 2009</b>	<b>Three Quarters Ended April 3, 2009</b>
	(In millions)	
Revenue from product sales and services	\$ 158.1	\$ 544.8
Loss before income taxes and noncontrolling interest	\$ (34.8)	\$ (318.8)
Income taxes	(3.6)	(37.9)
Discontinued operations, net of income taxes	(38.4)	(356.7)
Noncontrolling interest in discontinued operations, net of income taxes	16.7	155.1
Discontinued operations attributable to Harris Corporation, net of income taxes	\$ (21.7)	\$ (201.6)

Unless otherwise specified, the information set forth in these Notes, other than this *Note B Discontinued Operations*, relates solely to our continuing operations.

**Note C Stock Options and Other Share-Based Compensation**

As of April 2, 2010, we had three shareholder-approved employee stock incentive plans (SIPs) under which options or other share-based compensation was outstanding, and we had the following types of share-based awards outstanding under our SIPs: stock options, performance share awards, performance share unit awards, restricted stock awards and restricted stock unit awards. We believe that such awards more closely align the interests of employees receiving such awards with those of shareholders. Certain share-based awards provide for accelerated vesting if there is a change in control (as defined under our SIPs). The compensation cost related to our share-based awards that was charged against income for the quarter and three quarters ended April 2, 2010 was \$7.6 million and \$28.8 million, respectively. The compensation cost related to our share-based awards that was charged against income for the quarter and three quarters ended April 3, 2009 was \$8.6 million and \$25.9 million, respectively.

Grants to employees under our SIPs during the quarter ended April 2, 2010 consisted of 12,750 stock options, 26,024 performance share awards and 17,600 restricted stock awards. Grants to employees under our SIPs during the three quarters ended April 2, 2010 consisted of 2,021,490 stock options, 532,109 performance share awards and 370,250 restricted stock awards. The fair value of each option grant was estimated on the date of grant using the Black-Scholes-Merton option-pricing model which used the following assumptions: expected volatility of

38.24 percent; expected dividend yield of 2.15 percent; and expected life in years of 4.71.



**Table of Contents****Note D Comprehensive Income and Accumulated Other Comprehensive Loss**

Comprehensive income for the quarter and three quarters ended April 2, 2010 and April 3, 2009 was comprised of the following:

	<b>Quarter Ended April 2, 2010</b>	<b>April 3, 2009</b>	<b>Three Quarters Ended April 2, 2010</b>		<b>April 3, 2009</b>
	<b>(In millions)</b>				
Net income	\$ 166.2	\$ 97.5	\$ 410.2		\$ 39.2
Other comprehensive income (loss):					
Foreign currency translation	0.5	(9.8)	34.8		(110.4)
Net unrealized gain (loss) on securities available-for-sale, net of income taxes	(0.1)	(0.1)	0.4		(5.1)
Net unrealized gain (loss) on hedging derivatives, net of income taxes	0.3	2.0	(0.3)		(0.2)
Amortization of loss on treasury lock, net of income taxes	0.1	0.2	0.4		0.5
Recognition of pension actuarial losses in net income, net of income taxes	1.9	0.5	4.1		4.7
<b>Total comprehensive income (loss)</b>	<b>168.9</b>	<b>90.3</b>	<b>449.6</b>		<b>(71.3)</b>
Comprehensive loss attributable to noncontrolling interest		16.3			161.3
Comprehensive income attributable to Harris Corporation	\$ 168.9	\$ 106.6	\$ 449.6		\$ 90.0

The components of accumulated other comprehensive loss at April 2, 2010 and July 3, 2009 were as follows:

	<b>April 2, 2010</b>	<b>July 3, 2009</b>
	<b>(In millions)</b>	
Foreign currency translation	\$ 17.3	\$ (17.5)
Net unrealized gain (loss) on securities available-for-sale, net of income taxes	0.2	(0.2)
Net unrealized gain on hedging derivatives, net of income taxes	0.9	1.2
Unamortized loss on treasury lock, net of income taxes	(4.2)	(4.6)
Unrecognized pension obligations, net of income taxes	(26.2)	(30.3)
	<b>\$ (12.0)</b>	<b>\$ (51.4)</b>

**Note E Receivables**

Receivables are summarized below:

	<b>April 2, 2010</b>	<b>July 3, 2009</b>
	<b>(In millions)</b>	
Accounts receivable	\$ 525.0	\$ 630.4
Unbilled costs on cost-plus contracts	136.1	149.1
Notes receivable due within one year, net	4.6	4.5

	665.7	784.0
Less allowances for collection losses	(9.1)	(13.2)
	\$ 656.6	\$ 770.8

**Note F Inventories**

Inventories are summarized below:

	<b>April 2, 2010</b>	<b>July 3, 2009</b>
	<b>(In millions)</b>	
Unbilled costs and accrued earnings on fixed-price contracts	\$ 314.6	\$ 305.0
Finished products	150.3	146.7
Work in process	65.6	64.1
Raw materials and supplies	116.7	91.4
	\$ 647.2	\$ 607.2

Unbilled costs and accrued earnings on fixed-price contracts were net of progress payments of \$29.3 million at April 2, 2010 and \$16.1 million at July 3, 2009.

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Property, plant and equipment are summarized below:

	<b>April 2, 2010</b>	<b>July 3, 2009</b>
	<b>(In millions)</b>	
Land	\$ 15.8	\$ 10.9
Software capitalized for internal use	84.7	79.9
Buildings	379.1	351.7
Machinery and equipment	847.6	802.1
	1,327.2	1,244.6
Less allowances for depreciation and amortization	(742.9)	(701.4)
	\$ 584.3	\$ 543.2

Depreciation and amortization expense related to property, plant and equipment for the quarter and three quarters ended April 2, 2010 was \$26.8 million and \$78.9 million, respectively. Depreciation and amortization expense related to property, plant and equipment for the quarter and three quarters ended April 3, 2009 was \$22.7 million and \$65.5 million, respectively.

**Note H Accrued Warranties**

Changes in our warranty liability, which is included as a component of the Other accrued items and Other long-term liabilities line items in the accompanying Condensed Consolidated Balance Sheet (Unaudited), during the three quarters ended April 2, 2010 were as follows:

	<b>(In millions)</b>
Balance at July 3, 2009	\$ 65.5
Warranty provision for sales made during the three quarters ended April 2, 2010	38.2
Settlements made during the three quarters ended April 2, 2010	(26.5)
Other adjustments to the warranty liability, including those for foreign currency translation, during the three quarters ended April 2, 2010	0.4
Balance at April 2, 2010	\$ 77.6

**Note I Income From Continuing Operations Per Share**

In the quarter ended October 2, 2009, we adopted an accounting standard requiring that unvested share-based payment awards that contain rights to receive nonforfeitable dividends or dividend equivalents (whether paid or unpaid) be treated as participating securities and that such awards be included in the calculations of income per basic and diluted share. Our performance share awards and restricted stock awards meet the definition of participating securities and are included in the calculations of income from continuing operations per basic and diluted share below, including restatement of prior period amounts, which was not material. Also, income per diluted share should be calculated using the more dilutive of the treasury stock or two-class methods. We performed the calculations of income from continuing operations per diluted share using both the treasury stock and two-class methods for the current and prior periods. The difference between the two methods was not material. As a result, we are reporting income from continuing operations per diluted share using the treasury stock method.

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The calculations of income from continuing operations per share are as follows:

	Quarter Ended		Three Quarters Ended	
	April 2, 2010	April 3, 2009	April 2, 2010	April 3, 2009
	(In millions, except per share amounts)			
Income from continuing operations used in basic and diluted share calculations (A)	\$ 166.2	\$ 135.9	\$ 410.2	\$ 395.9
Weighted average common shares outstanding	128.8	132.0	129.8	132.5
Weighted average participating securities outstanding	1.6	0.7	1.2	0.8
Basic weighted average shares outstanding (B)	130.4	132.7	131.0	133.3
Income from continuing operations per basic share (A)/(B)	\$ 1.27	\$ 1.02	\$ 3.13	\$ 2.97
Weighted average common shares outstanding	128.8	132.0	129.8	132.5
Impact of dilutive stock options and participating securities outstanding	1.9	1.1	1.5	1.3
Diluted weighted average shares outstanding (C)	130.7	133.1	131.3	133.8
Income from continuing operations per diluted share (A)/(C)	\$ 1.27	\$ 1.02	\$ 3.12	\$ 2.96

Employee stock options to purchase approximately 2,183,347 and 3,927,362 shares of our stock were outstanding at April 2, 2010 and April 3, 2009, respectively, but were not included in the calculations of income from continuing operations per diluted share because the effect would have been antidilutive as the options' exercise prices exceeded the average market price.

**Note J Non-Operating Income (Loss)**

The components of non-operating income (loss) were as follows:

	Quarter Ended		Three Quarters Ended	
	April 2, 2010	April 3, 2009	April 2, 2010	April 3, 2009
	(In millions)			
Gain (loss) on the sale of investments	\$	\$ (0.1)	\$	\$ 0.4
Impairment of investments	(0.3)		(0.3)	
Impairment of securities available-for-sale				(7.6)
Equity income	0.4	0.3	0.4	0.5
Net royalty income (expense)	(0.6)	6.4	(1.1)	4.5
	\$ (0.5)	\$ 6.6	\$ (1.0)	\$ (2.2)

**Note K Income Taxes**

Our effective tax rate (income taxes as a percentage of income from continuing operations before income taxes) was 32.5 percent in the third quarter of fiscal 2010 compared with 31.4 percent in the third quarter of fiscal 2009. In the third quarter of fiscal 2010, our effective tax rate benefited from several minor discrete items. In the third quarter of fiscal 2009, we recorded a \$6.5 million favorable impact from the settlement of the U.S. Federal income tax audit of fiscal 2007.

Our effective tax rate was 33.0 percent in the first three quarters of fiscal 2010 compared with 30.8 percent in the first three quarters of fiscal 2009. In the first three quarters of fiscal 2010, the major discrete item was a \$3.5 million state income tax benefit associated with the filing of our fiscal 2008 income tax returns, which we recorded in the second quarter of fiscal 2010. In the first three quarters of fiscal 2009, the major discrete items were primarily as follows: as noted above for the third quarter of fiscal 2009, we recorded a \$6.5 million favorable impact from the settlement of the U.S. Federal income tax audit of fiscal 2007; in the second quarter of fiscal 2009, we recorded a \$5.0 million tax benefit relating to prior periods associated with legislative action during the second quarter of fiscal 2009 that restored the U.S. Federal income tax credit for research and development expenses, and a \$3.7 million state income tax benefit associated with the filing of our fiscal 2007 income tax returns; and in the first quarter of fiscal 2009, we recognized state income tax credits resulting from growth in our RF Communications segment.

**Table of Contents****Note L Fair Value Measurements**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in the principal market (or most advantageous market, in the absence of a principal market) for the asset or liability in an orderly transaction between market participants at the measurement date. Further, entities are required to maximize the use of observable inputs and minimize the use of unobservable inputs in measuring fair value, and to utilize a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. The three levels of inputs used to measure fair value are as follows:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Observable inputs other than quoted prices included within Level 1, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; and inputs other than quoted prices that are observable or are derived principally from, or corroborated by, observable market data by correlation or other means.

Level 3 Unobservable inputs that are supported by little or no market activity, are significant to the fair value of the assets or liabilities, and reflect our own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

The following table represents the fair value hierarchy of our financial assets and financial liabilities measured at fair value on a recurring basis (at least annually) as of April 2, 2010:

	Level 1	Level 2	Level 3	Total
	(In millions)			
Financial Assets				
Marketable equity securities (1)	\$ 4.1	\$	\$	\$ 4.1
Deferred compensation plan investments: (2)				
Money market fund	26.0			26.0
Stock fund	35.0			35.0
Equity security	17.4			17.4
Foreign currency forward contracts (3)		5.5		5.5
Financial Liabilities				
Deferred compensation plans (4)	77.4			77.4
Foreign currency forward contracts (5)		3.5		3.5

(1) Represents investments classified as securities available-for-sale, which we include in the Other current assets line item in the accompanying Condensed Consolidated Balance Sheet (Unaudited).

(2) Represents investments held in a Rabbi Trust

associated with  
our non-qualified  
deferred  
compensation  
plans, which we  
include in the

Other current  
assets and Other  
non-current assets  
line items in the  
accompanying  
Condensed  
Consolidated  
Balance Sheet  
(Unaudited).

- (3) Includes  
derivatives  
designated as  
hedging  
instruments,  
which we include  
in the Other  
current assets line  
item in the  
accompanying  
Condensed  
Consolidated  
Balance Sheet  
(Unaudited). The  
fair value of these  
contracts was  
measured using a  
market approach  
based on quoted  
foreign currency  
forward exchange  
rates for contracts  
with similar  
maturities.

- (4) Primarily  
represents  
obligations to pay  
benefits under  
certain  
non-qualified  
deferred  
compensation  
plans, which we  
include in the

Compensation and benefits and Other long-term liabilities line items in the accompanying Condensed Consolidated Balance Sheet (Unaudited). Under these plans, participants designate investment options (including money market, stock and fixed-income funds), which serve as the basis for measurement of the notional value of their accounts.

- (5) Includes derivatives designated as hedging instruments, which we include in the Other accrued items line item in the accompanying Condensed Consolidated Balance Sheet (Unaudited). The fair value of these contracts was measured using a market approach based on quoted foreign currency forward exchange rates for contracts with similar maturities.

Nonfinancial assets and nonfinancial liabilities that were measured at fair value on a nonrecurring basis were not material during the quarter and three quarters ended April 2, 2010.





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The following table represents the carrying amounts and estimated fair values of our significant financial instruments that are not measured at fair value (carrying amounts of other financial instruments not listed in the table below approximate fair value due to the short-term nature of those items):

	April 2, 2010		July 3, 2009	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	(In millions)			
Financial Liabilities				
Long-term debt (including current portion) (1)	\$1,177.5	\$1,267.9	\$1,178.0	\$1,172.7

(1) The estimated fair value was measured using a market approach based on quoted market prices for our debt traded in the secondary market.

**Note M Derivative Instruments and Hedging Activities**

In the normal course of doing business, we are exposed to global market risks, including the effect of changes in foreign currency exchange rates. We use derivative instruments to manage our exposure to such risks and formally document all relationships between hedging instruments and hedged items, as well as the risk-management objective and strategy for undertaking hedge transactions. We recognize all derivatives in the accompanying Condensed Consolidated Balance Sheet (Unaudited) at fair value. We do not hold or issue derivatives for trading purposes.

At April 2, 2010, we had open foreign currency forward contracts with a notional amount of \$81.7 million, of which \$43.0 million were classified as cash flow hedges and \$38.7 million were classified as fair value hedges. This compares with open foreign currency forward contracts with a notional amount of \$47.6 million at July 3, 2009, of which \$20.2 million were classified as cash flow hedges and \$27.4 million were classified as fair value hedges. At April 2, 2010, contract expiration dates ranged from less than 1 month to 14 months with a weighted average contract life of 2 months.

*Balance Sheet Hedges*

To manage the exposure in our balance sheet to risks from changes in foreign currency exchange rates, we implement fair value hedges. More specifically, we use foreign currency forward contracts and options to hedge certain balance sheet items, including foreign currency denominated accounts receivable and inventory. Changes in the value of the derivatives and the related hedged items are reflected in earnings, in the Cost of product sales and services line item in the accompanying Condensed Consolidated Statement of Income (Unaudited). As of April 2, 2010, we had outstanding foreign currency forward contracts denominated in the Euro, British Pound, Canadian Dollar and Australian Dollar to hedge certain balance sheet items. The net gains on foreign currency forward contracts designated as fair value hedges for the quarter and three quarters ended April 2, 2010 were not material. In addition, no amounts were recognized in earnings in the quarter and three quarters ended April 2, 2010 related to hedged firm commitments that no longer qualify as fair value hedges.

*Cash Flow Hedges*

To manage our exposure to currency risk and market fluctuation risk associated with anticipated cash flows that are probable of occurring in the future, we implement cash flow hedges. More specifically, we use foreign currency forward contracts and options to hedge off-balance sheet future foreign currency commitments, including purchase

commitments from suppliers, future committed sales to customers and intercompany transactions. These derivatives are primarily being used to hedge currency exposures from cash flows anticipated in our RF Communications segment related to programs in the U.K., the Netherlands, Ireland, Canada and China. We also have hedged U.S. dollar payments to suppliers to maintain our anticipated profit margins in our international operations. As of April 2, 2010, we had outstanding foreign currency forward contracts denominated in the Euro, British Pound, Canadian Dollar and Chinese Yuan Renminbi to hedge certain forecasted transactions.

These derivatives have only nominal intrinsic value at the time of purchase and have a high degree of correlation to the anticipated cash flows they are designated to hedge. Hedge effectiveness is determined by the correlation of the anticipated cash flows and the maturity dates of the derivatives used to hedge these cash flows. These financial instruments are marked-to-market using forward prices and fair value quotes with the offset to other comprehensive income, net of hedge ineffectiveness. Gains and losses from other comprehensive income are reclassified to earnings when the related hedged item is recognized in earnings. The ineffective portion of a derivative's change in fair value is immediately recognized in earnings. The cash flow impact of our derivatives is included in the same category in the accompanying

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Condensed Consolidated Statement of Cash Flows (Unaudited) as the cash flows of the item being hedged.

The amount of gains or losses from cash flow hedges recognized in earnings or recorded in other comprehensive income, including gains or losses related to hedge ineffectiveness, was not material in the quarter and three quarters ended April 2, 2010 or in the quarter and three quarters ended April 3, 2009. We do not expect the amount of gains or losses recognized in the Accumulated other comprehensive loss line item in the accompanying Condensed Consolidated Balance Sheet (Unaudited) as of April 2, 2010 that will be reclassified to earnings from comprehensive income within the next 12 months to be material.

**Credit Risk**

We are exposed to credit losses in the event of non-performance by counterparties to these financial instruments, but we do not expect any of the counterparties to fail to meet their obligations. To manage credit risks, we select counterparties based on credit ratings, limit our exposure to any single counterparty under defined guidelines and monitor the market position with each counterparty.

See *Note L Fair Value Measurements* in these Notes for the amount of the assets and liabilities related to these foreign currency forward contracts in the accompanying Condensed Consolidated Balance Sheet (Unaudited) as of April 2, 2010, and see *Note D Comprehensive Income and Accumulated Other Comprehensive Loss* in these Notes for additional information on changes in accumulated other comprehensive loss for the three quarters ended April 2, 2010.

**Note N Business Segments**

We structure our operations primarily around the products and services we sell and the markets we serve, and we report the financial results of our continuing operations in the following three business segments RF Communications, Government Communications Systems and Broadcast Communications. Our RF Communications segment is a global supplier of secure tactical radio communications and embedded high-grade encryption solutions for military and government organizations and also of secured communications systems and equipment for public safety, utility and transportation markets. Our Government Communications Systems segment conducts advanced research studies and produces, integrates and supports highly reliable, net-centric communications and information technology that solve the mission-critical challenges of our defense, intelligence and civilian U.S. Government customers. Our Broadcast Communications segment serves the global digital and analog media markets, providing infrastructure and networking products and solutions, media and workflow solutions, and television and radio transmission equipment and systems. Within each of our business segments, there are multiple program areas and product lines that aggregate into our three business segments described above.

The accounting policies of our business segments are the same as those described in Note 1: Significant Accounting Policies in our Fiscal 2009 Form 10-K. We evaluate each segment's performance based on its operating income (loss), which we define as profit or loss from operations before income taxes excluding interest income and expense, royalties and related intellectual property expenses, equity income and gains or losses from securities and other investments. Intersegment sales among our segments are transferred at cost to the buying segment and the sourcing segment recognizes a normal profit that is eliminated. The Corporate eliminations line item in the tables below represents the elimination of intersegment sales and their related profits. The Unallocated corporate expense line item in the tables below represents the portion of corporate expenses not allocated to the business segments.

Total assets by business segment are summarized below:

	<b>April 2, 2010</b>	<b>July 3, 2009</b>
	<b>(In millions)</b>	
<b>Total Assets</b>		
RF Communications	\$ 1,400.4	\$ 1,473.0
Government Communications Systems	1,534.2	1,421.4
Broadcast Communications	1,057.3	1,042.4
Corporate	635.8	528.3

\$ 4,627.7

\$ 4,465.1

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Segment revenue, segment operating income (loss) and a reconciliation of segment operating income (loss) to total income from continuing operations before income taxes follow:

	<b>Quarter Ended</b>		<b>Three Quarters Ended</b>	
	<b>April 2, 2010</b>	<b>April 3, 2009</b>	<b>April 2, 2010</b>	<b>April 3, 2009</b>
	<b>(In millions)</b>			
<b>Revenue</b>				
RF Communications	\$ 550.7	\$ 439.1	\$ 1,437.3	\$ 1,292.5
Government Communications Systems	665.7	648.7	1,980.7	2,005.8
Broadcast Communications	123.0	132.2	358.5	453.4
Corporate eliminations	(9.9)	(14.9)	(26.3)	(40.8)
	\$ 1,329.5	\$ 1,205.1	\$ 3,750.2	\$ 3,710.9
<b>Income From Continuing Operations Before Income Taxes</b>				
<i>Segment Operating Income (Loss):</i>				
RF Communications (1)	\$ 204.7	\$ 151.3	\$ 487.3	\$ 437.5
Government Communications Systems (2)	90.4	73.9	263.1	225.4
Broadcast Communications	(5.2)	1.9	(9.7)	19.2
Unallocated corporate expense	(23.0)	(18.8)	(67.0)	(56.8)
Corporate eliminations	(2.4)	(4.9)	(7.0)	(14.7)
Non-operating income (loss) (3)	(0.5)	6.6	(1.0)	(2.2)
Net interest expense	(17.7)	(11.9)	(53.4)	(36.2)
	\$ 246.3	\$ 198.1	\$ 612.3	\$ 572.2

- (1) The operating income in our RF Communications segment in the quarter and three quarters ended April 2, 2010 included charges of \$3.7 million and \$12.9 million, respectively, for integration costs and the impact of a step up in inventory associated with our acquisition of the Tyco Electronics wireless systems

business, formerly known as M/A-COM ( Wireless Systems ).

- (2) The operating income in our Government Communications Systems segment in the three quarters ended April 3, 2009 included \$17.6 million (\$10.9 million after-tax, or \$.08 per diluted share) of charges for schedule and cost overruns on commercial satellite reflector programs.
- (3) Non-operating income (loss) included equity investment income (loss), royalties and related intellectual property expenses, gains and losses on sales of investments and securities available-for-sale, and impairments of investments and securities available-for-sale. Additional information regarding non-operating income (loss) is set forth in *Note J Non-Operating Income (Loss)* in

these Notes.



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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Shareholders of Harris Corporation

We have reviewed the condensed consolidated balance sheet of Harris Corporation and subsidiaries as of April 2, 2010, and the related condensed consolidated statements of income for the quarter and three quarters ended April 2, 2010 and April 3, 2009, and the condensed consolidated statements of cash flows for the three quarters ended April 2, 2010 and April 3, 2009. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the condensed consolidated financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Harris Corporation and subsidiaries as of July 3, 2009, and the related consolidated statements of income, cash flows, and comprehensive income and shareholders' equity for the year then ended, not presented herein, and in our report dated August 31, 2009, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of July 3, 2009, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Ernst & Young LLP  
Certified Public Accountants  
West Palm Beach, Florida  
April 29, 2010

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

**OVERVIEW**

The following Management's Discussion and Analysis ( MD&A ) is intended to assist in an understanding of Harris. MD&A is provided as a supplement to, should be read in conjunction with, and is qualified in its entirety by reference to, our Condensed Consolidated Financial Statements (Unaudited) and accompanying Notes appearing elsewhere in this Report. In addition, reference should be made to our audited Consolidated Financial Statements and accompanying Notes to Consolidated Financial Statements and Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Fiscal 2009 Form 10-K. Except for the historical information contained herein, the discussions in MD&A contain forward-looking statements that involve risks and uncertainties. Our future results could differ materially from those discussed herein. Factors that could cause or contribute to such differences include, but are not limited to, those discussed below in MD&A under

Forward-Looking Statements and Factors that May Affect Future Results.

The following is a list of the sections of MD&A, together with our perspective on the contents of these sections of MD&A, which we hope will assist in reading these pages:

**Results of Operations** an analysis of our consolidated results of operations and of the results in each of our three business segments, to the extent the business segment operating results are helpful to an understanding of our business as a whole, for the periods presented in our Condensed Consolidated Financial Statements (Unaudited).

**Liquidity and Capital Resources** an analysis of cash flows, common stock repurchases, dividends, capital structure and resources, off-balance sheet arrangements and commercial commitments and contractual obligations.

**Critical Accounting Policies and Estimates** information about accounting policies that require critical judgments and estimates and about accounting standards that have been issued but are not yet effective for us and their potential impact.

**Forward-Looking Statements and Factors that May Affect Future Results** cautionary information about forward-looking statements and a description of certain risks and uncertainties that could cause our actual results to differ materially from our historical results or our current expectations or projections.

**RESULTS OF OPERATIONS**

**Highlights**

Operations results for the third quarter of fiscal 2010 include:

Income from continuing operations increased to \$166.2 million, or \$1.27 per diluted share, in the third quarter of fiscal 2010 from \$135.9 million, or \$1.02 per diluted share, in the third quarter of fiscal 2009;

Revenue increased 10.3 percent to \$1,329.5 million in the third quarter of fiscal 2010 from \$1,205.1 million in the third quarter of fiscal 2009;

Our RF Communications segment revenue increased 25.4 percent to \$550.7 million and operating income increased 35.3 percent to \$204.7 million in the third quarter of fiscal 2010 compared with the third quarter of fiscal 2009. Fiscal 2010 results benefited from our acquisition of Wireless Systems in the fourth quarter of fiscal 2009, and operating income in the third quarter of fiscal 2010 included \$3.7 million of acquisition-related charges;

Our Government Communications Systems segment revenue increased 2.6 percent to \$665.7 million and operating income increased 22.3 percent to \$90.4 million in the third quarter of fiscal 2010 compared with the third quarter of fiscal 2009;

Our Broadcast Communications segment revenue decreased 7.0 percent to \$123.0 million in the third quarter of fiscal 2010 compared with the third quarter of fiscal 2009, and there was an operating loss of \$5.2 million in the third quarter of fiscal 2010 compared with operating income of \$1.9 million in the third quarter of fiscal 2009; and

Net cash provided by operating activities was \$635.3 million in the first three quarters of fiscal 2010 compared with \$404.5 million in the first three quarters of fiscal 2009, an increase of 57.1 percent.



**Table of Contents****Consolidated Results of Operations****Revenue and Income From Continuing Operations**

	Quarter Ended			Three Quarters Ended		
	April 2, 2010	April 3, 2009	% Inc/(Dec)	April 2, 2010	April 3, 2009	% Inc/(Dec)
	<b>(Dollars in millions, except per share amounts)</b>					
Revenue	\$ 1,329.5	\$ 1,205.1	10.3%	\$ 3,750.2	\$ 3,710.9	1.1%
Income from continuing operations	\$ 166.2	\$ 135.9	22.3%	\$ 410.2	\$ 395.9	3.6%
<i>% of revenue</i>	<i>12.5%</i>	<i>11.3%</i>		<i>10.9%</i>	<i>10.7%</i>	
Income from continuing operations per diluted common share	\$ 1.27	\$ 1.02	24.5%	\$ 3.12	\$ 2.96	5.4%

*Third Quarter 2010 Compared With Third Quarter 2009:* Our revenue in the third quarter of fiscal 2010 was \$1,329.5 million, an increase of 10.3 percent compared with the third quarter of fiscal 2009. Revenue increased by 25.4 percent and 2.6 percent in our RF Communications and Government Communications Systems segments, respectively, and decreased by 7.0 percent in our Broadcast Communications segment. RF Communications segment revenue benefited from our acquisition of Wireless Systems in the fourth quarter of fiscal 2009. Government Communications Systems segment revenue reflects growth from several new programs and growth initiatives, partially offset by the winding down of the Field Data Collection Automation ( FDCA ) program for the U.S. Census Bureau's 2010 census. Revenue in our Broadcast Communications segment is being impacted by a still relatively weak U.S. broadcaster market.

Our income from continuing operations in the third quarter of fiscal 2010 was \$166.2 million, or \$1.27 per diluted share, compared with \$135.9 million, or \$1.02 per diluted share, in the third quarter of fiscal 2009. Operating income increased by \$53.4 million, or 35.3 percent, in our RF Communications segment and by \$16.5 million, or 22.3 percent, in our Government Communications Systems segment. Our Broadcast Communications segment had an operating loss of \$5.2 million in the third quarter of fiscal 2010 compared with operating income of \$1.9 million in the third quarter of fiscal 2009. Unallocated corporate expense in the third quarter of fiscal 2010 was \$23.0 million compared with \$18.8 million in the third quarter of fiscal 2009. We had a non-operating loss of \$0.5 million in the third quarter of fiscal 2010 compared with non-operating income of \$6.6 million in the third quarter of fiscal 2009. Interest expense in the third quarter of fiscal 2010 was \$18.1 million compared with \$12.6 million in the third quarter of fiscal 2009. Our effective tax rate (income taxes as a percentage of income from continuing operations before income taxes) was 32.5 percent in the third quarter of fiscal 2010 compared with 31.4 percent in the third quarter of fiscal 2009.

*First Three Quarters 2010 Compared With First Three Quarters 2009:* Our revenue in the first three quarters of fiscal 2010 was \$3,750.2 million, an increase of 1.1 percent compared with the first three quarters of fiscal 2009. Revenue increased by 11.2 percent in our RF Communications segment and decreased by 1.3 percent and 20.9 percent in our Government Communications Systems and Broadcast Communications segments, respectively. As noted above, RF Communications segment revenue benefited from our acquisition of Wireless Systems in the fourth quarter of fiscal 2009, and revenue in our Broadcast Communications segment is being impacted by a still relatively weak U.S. broadcaster market. Revenue in our Government Communications Systems segment decreased slightly as lower revenue from the FDCA program for the U.S. Census Bureau's 2010 census was largely offset by revenue growth from several new programs and growth initiatives.

Our income from continuing operations in the first three quarters of fiscal 2010 was \$410.2 million, an increase of 3.6 percent compared with the first three quarters of fiscal 2009. Operating income increased by \$49.8 million, or 11.4 percent, in our RF Communications segment and by \$37.7 million, or 16.7 percent, in our Government Communications Systems segment. Our Broadcast Communications segment had an operating loss of \$9.7 million in

the first three quarters of fiscal 2010 compared with operating income of \$19.2 million in the first three quarters of fiscal 2009. Unallocated corporate expense in the first three quarters of fiscal 2010 was \$67.0 million compared with \$56.8 million in the first three quarters of fiscal 2009. Interest expense in the first three quarters of fiscal 2010 was \$54.5 million compared with \$38.8 million in the first three quarters of fiscal 2009. Our effective tax rate was 33.0 percent in the first three quarters of fiscal 2010 compared with 30.8 percent in the first three quarters of fiscal 2009.

See the Discussion of Business Segment Results of Operations, Unallocated Corporate Expense and Corporate Eliminations, Non-Operating Income (Loss), Interest Income and Interest Expense and Income Taxes discussions below in this MD&A for further information.

**Table of Contents****Gross Margin**

	Quarter Ended			Three Quarters Ended		
	April 2, 2010	April 3, 2009	% Inc/(Dec)	April 2, 2010	April 3, 2009	% Inc/(Dec)
	(Dollars in millions)					
Revenue	\$ 1,329.5	\$ 1,205.1	10.3%	\$ 3,750.2	\$ 3,710.9	1.1%
Cost of product sales and services	(820.0)	(813.3)	0.8%	(2,410.7)	(2,530.5)	(4.7)%
Gross margin	\$ 509.5	\$ 391.8	30.0%	\$ 1,339.5	\$ 1,180.4	13.5%
% of revenue	38.3%	32.5%		35.7%	31.8%	

*Third Quarter 2010 Compared With Third Quarter 2009:* Our gross margin (revenue less cost of product sales and services) as a percentage of revenue ( gross margin percentage ) in the third quarter of fiscal 2010 was 38.3 percent compared with 32.5 percent in the third quarter of fiscal 2009. The increase in gross margin percentage was primarily due to an increase in the gross margin percentage in our RF Communications segment due to favorable product mix and operational efficiencies as well as a higher percentage of our overall sales that was generated by this higher-margin segment. Additionally, in the third quarter of fiscal 2010, an increase in the gross margin percentage in our Government Communications Systems segment was mostly offset by a lower percentage of our overall sales that was generated by our higher-margin Broadcast Communications segment.

*First Three Quarters 2010 Compared With First Three Quarters 2009:* Our gross margin percentage was 35.7 percent in the first three quarters of fiscal 2010 compared with 31.8 percent in the first three quarters of fiscal 2009. The reasons for the increase in gross margin percentage are primarily the same as those noted above regarding the third quarters of fiscal 2010 and 2009.

See the Discussion of Business Segment Results of Operations discussion below in this MD&A for further information.

**Engineering, Selling and Administrative Expenses**

	Quarter Ended			Three Quarters Ended		
	April 2, 2010	April 3, 2009	% Inc/(Dec)	April 2, 2010	April 3, 2009	% Inc/(Dec)
	(Dollars in millions)					
Engineering, selling and administrative expenses	\$ 245.0	\$ 188.4	30.0%	\$ 672.8	\$ 569.8	18.1%
% of revenue	18.4%	15.6%		17.9%	15.4%	

*Third Quarter 2010 Compared With Third Quarter 2009:* Our engineering, selling and administrative ( ESA ) expenses increased to \$245.0 million in the third quarter of fiscal 2010 from \$188.4 million in the third quarter of fiscal 2009. The increase in ESA expenses was primarily due to our acquisition of Wireless Systems, including \$2.7 million of acquisition-related costs, partially offset by the benefit of cost-reduction actions taken in fiscal 2009. As a percentage of revenue, ESA expenses were 18.4 percent in the third quarter of fiscal 2010 compared with 15.6 percent in the third quarter of fiscal 2009. The increase in ESA expenses as a percentage of revenue was primarily due to our acquisition of Wireless Systems, which has higher ESA expenses as a percentage of revenue compared with our other businesses.

*First Three Quarters 2010 Compared With First Three Quarters 2009:* Our ESA expenses increased to \$672.8 million in the first three quarters of fiscal 2010 from \$569.8 million in the first three quarters of fiscal 2009. As a percentage of revenue, ESA expenses increased to 17.9 percent in the first three quarters of fiscal 2010 from 15.4 percent in the first three quarters of fiscal 2009. The reasons for the increases in ESA expenses and ESA expenses as a percentage of revenue are primarily the same as those noted above regarding the third quarters of fiscal 2010 and 2009.

See the Discussion of Business Segment Results of Operations discussion below in this MD&A for further information.

**Table of Contents****Non-Operating Income (Loss)**

	Quarter Ended			Three Quarters Ended		
	April 2, 2010	April 3, 2009	% Inc/(Dec)	April 2, 2010	April 3, 2009	% Inc/(Dec)
	(Dollars in millions)					
Non-operating income (loss)	\$ (0.5)	\$ 6.6	*	\$ (1.0)	\$ (2.2)	(54.5)%

\* Not meaningful

*Third Quarter 2010 Compared With Third Quarter 2009:* We had a non-operating loss of \$0.5 million in the third quarter of fiscal 2010 compared with non-operating income of \$6.6 million in the third quarter of fiscal 2009. The non-operating income in the third quarter of fiscal 2009 was primarily due to a \$7.5 million gain on the sale of non-strategic patents. See *Note J Non-Operating Income (Loss)* in the Notes for further information.

*First Three Quarters 2010 Compared With First Three Quarters 2009:* We had a non-operating loss of \$1.0 million in the first three quarters of fiscal 2010 compared with a non-operating loss of \$2.2 million in the first three quarters of fiscal 2009. The non-operating loss in the first three quarters of fiscal 2009 was primarily due to a \$7.6 million write-down of our investment in AuthenTec, Inc., recorded in the first quarter of fiscal 2009, partially offset by a \$7.5 million gain on the sale of non-strategic patents in the third quarter of fiscal 2009. See *Note J Non-Operating Income (Loss)* in the Notes for further information.

**Interest Income and Interest Expense**

	Quarter Ended			Three Quarters Ended		
	April 2, 2010	April 3, 2009	% Inc/(Dec)	April 2, 2010	April 3, 2009	% Inc/(Dec)
	(Dollars in millions)					
Interest income	\$ 0.4	\$ 0.7	(42.9)%	\$ 1.1	\$ 2.6	(57.7)%
Interest expense	(18.1)	(12.6)	43.7%	(54.5)	(38.8)	40.5%

*Third Quarter 2010 Compared With Third Quarter 2009:* Our interest income decreased to \$0.4 million in the third quarter of fiscal 2010 from \$0.7 million in the third quarter of fiscal 2009, primarily due to lower interest rates applicable to our invested funds. Our interest expense increased to \$18.1 million in the third quarter of fiscal 2010 from \$12.6 million in the third quarter of fiscal 2009, primarily due to increased borrowings related to our acquisition of Wireless Systems in the fourth quarter of fiscal 2009.

*First Three Quarters 2010 Compared With First Three Quarters 2009:* Our interest income decreased to \$1.1 million in the first three quarters of fiscal 2010 from \$2.6 million in the first three quarters of fiscal 2009. Our interest expense increased to \$54.5 million in the first three quarters of fiscal 2010 from \$38.8 million in the first three quarters of fiscal 2009. Our interest income decreased and our interest expense increased for the same reasons as noted above regarding the third quarters of fiscal 2010 and 2009.

**Income Taxes**

	Quarter Ended			Three Quarters Ended		
	April 2, 2010	April 3, 2009	% Inc/(Dec)	April 2, 2010	April 3, 2009	% Inc/(Dec)
	(Dollars in millions)					
Income taxes	\$ 80.1	\$ 62.2	28.8%	\$ 202.1	\$ 176.3	14.6%
Effective tax rate	32.5%	31.4%		33.0%	30.8%	

*Third Quarter 2010 Compared With Third Quarter 2009:* Our effective tax rate (income taxes as a percentage of income from continuing operations before income taxes) was 32.5 percent in the third quarter of fiscal 2010 compared with 31.4 percent in the third quarter of fiscal 2009. In the third quarter of fiscal 2010, our effective tax rate benefited from several minor discrete items. In the third quarter of fiscal 2009, we recorded a \$6.5 million favorable impact



from the settlement of the U.S. Federal income tax audit of fiscal 2007.

*First Three Quarters 2010 Compared With First Three Quarters 2009:* Our effective tax rate was 33.0 percent in the first three quarters of fiscal 2010 compared with 30.8 percent in the first three quarters of fiscal 2009. In the first three quarters of fiscal 2010, the major discrete item was a \$3.5 million state income tax benefit associated with the filing of our fiscal 2008 income tax returns, which we recorded in the second quarter of fiscal 2010. In the first three quarters of fiscal 2009, the major discrete items were primarily as follows: as noted above for the

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third quarter of fiscal 2009, we recorded a \$6.5 million favorable impact from the settlement of the U.S. Federal income tax audit of fiscal 2007; in the second quarter of fiscal 2009, we recorded a \$5.0 million tax benefit relating to prior periods associated with legislative action during the second quarter of fiscal 2009 that restored the U.S. Federal income tax credit for research and development expenses, and a \$3.7 million state income tax benefit associated with the filing of our fiscal 2007 income tax returns; and in the first quarter of fiscal 2009, we recognized state income tax credits resulting from growth in our RF Communications segment.

**Discussion of Business Segment Results of Operations****RF Communications Segment**

	Quarter Ended			Three Quarters Ended		
	April 2, 2010	April 3, 2009	% Inc/(Dec) (Dollars in millions)	April 2, 2010	April 3, 2009	% Inc/(Dec)
Revenue	\$550.7	\$439.1	25.4%	\$1,437.3	\$1,292.5	11.2%
Segment operating income	204.7	151.3	35.3%	487.3	437.5	11.4%
% of revenue	37.2%	34.5%		33.9%	33.8%	

*Third Quarter 2010 Compared With Third Quarter 2009:* RF Communications segment revenue in the third quarter of fiscal 2010 was \$550.7 million compared with \$439.1 million in the third quarter of fiscal 2009. Revenue in the third quarter of fiscal 2010 included \$429.1 million in our Tactical Radio Communications business, driven primarily by deliveries to the U.S. Army, Marine Corps and Air Force. Revenue in the third quarter of fiscal 2010 in our Public Safety and Professional Communications business was \$121.6 million.

Operating income was \$204.7 million in the third quarter of fiscal 2010 compared with \$151.3 million in the third quarter of fiscal 2009. Operating margin in the third quarter of fiscal 2010 was very strong at 37.2 percent mainly due to favorable product mix, cost-reduction actions implemented in the second half of fiscal 2009 and operational efficiencies. Additionally, in the third quarter of fiscal 2010, we incurred \$3.7 million in charges for integration costs associated with our acquisition of Wireless Systems.

Orders in the third quarter of fiscal 2010 totaled \$656 million, including \$488 million in our Tactical Radio Communications business and \$168 million in our Public Safety and Professional Communications business. At the end of the third quarter of fiscal 2010, total backlog in our RF Communications segment was \$1.50 billion, including \$1.01 billion in our Tactical Radio Communications business and \$489 million in our Public Safety and Professional Communications business.

New orders for tactical radio communication systems in the third quarter of fiscal 2010 were mainly driven by:  
 Accelerating customer adoption of our next-generation Falcon III® radios in U.S. and international markets;  
 Equipping the military's 6,644 Mine Resistant Ambush Protected All-Terrain Vehicles ( M-ATVs ); and  
 Strengthening international demand.

Demand has increased for our Joint Tactical Radio System ( JTRS )-approved, Falcon III family of ground tactical radios. At the end of the third quarter of fiscal 2010, year-to-date Falcon III orders totaled \$620 million. The field-proven radios are providing warfighters with unprecedented situational awareness, bringing new applications such as streaming video for the first time to the tactical edge of the battlefield.

Major Falcon III radio awards in the third quarter of fiscal 2010 included a \$73 million order from the U.S. Marines for Falcon III AN/PRC-117G multiband manpack radio systems to provide high-speed networking applications such as streaming video and a \$12 million order from the U.S. Marines to upgrade existing Falcon III AN/VRC-110 multiband, multimode vehicular tactical radio systems from 20-watt to 50-watt systems to improve communications over longer distances and enhance reliability in rough terrain. We also received a \$74 million order for Falcon III AN/PRC-152(C) multiband handheld radio systems in vehicular adapters to equip the military's new 6,644 M-ATVs. Following the close of the third quarter of fiscal 2010, we received a \$20 million order from a U.S. Department of Defense customer for Falcon III AN/PRC-117G multiband manpack radio systems.

Other significant U.S. orders in the third quarter of fiscal 2010 included a \$78 million order for Falcon II® AN/VRC-104 high-frequency ( HF ) tactical radio systems also to equip the military s 6,644 M-ATVs. Following the close of the third quarter of fiscal 2010, we received a \$101 million order for Falcon II AN/PRC-117F multiband vehicular radios to equip the next phase of M-ATV purchases and to retrofit other existing Mine Resistant Ambush Protected ( MRAP ) vehicles.

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International tactical radio awards in the third quarter of fiscal 2010 included a \$112 million order from the Australian Department of Defence that was predominantly for Falcon III AN/PRC-152(C) multiband handheld radios to provide next-generation battlefield networking capabilities. Other major international orders in the third quarter of fiscal 2010 included a \$44 million order for Falcon II RF-5800H HF radio systems from a country in Asia, and a \$10 million order for Falcon II RF-5800H HF radio systems from the Iraq Ministry of Interior.

In our Public Safety and Professional Communications business, we were awarded orders totaling \$100 million to upgrade the Miami-Dade County public communications infrastructure to a modern, P25 standards-based digital radio system. The flexible system platform is expected to serve more than 80 agencies and 32,000 users, increasing functionality and improving interoperability among first responders and other radio system users. We also received a \$13 million order in the third quarter of fiscal 2010 for our OpenSky® system to connect employees at a Texas-based public utility serving 50 counties.

Following the close of the third quarter of fiscal 2010, we received an order from the New York State Police for 1,100 Unity XG-100P multiband radios. The Unity radios will provide interoperability between the state police and local, metro and county law enforcement organizations. In a single radio, the state police will be able to communicate with local systems that are conventional or digital, and that operate on the various VHF, UHF, 700 MHz or 800 MHz frequency bands.

*First Three Quarters 2010 Compared With First Three Quarters 2009:* RF Communications segment revenue and operating income increased 11.2 percent and 11.4 percent, respectively, in the first three quarters of fiscal 2010 compared with the first three quarters of fiscal 2009. The reasons for the increase in revenue are primarily the same as those noted above regarding the third quarters of fiscal 2010 and 2009. The increase in operating income in the first three quarters of fiscal 2010 compared with the first three quarters of 2009 was primarily due to operating income contributed by the Wireless Systems business we acquired in the fourth quarter of fiscal 2009, favorable product mix, cost-reduction actions implemented in the second half of fiscal 2009 and operational efficiencies. Additionally, in the first three quarters of fiscal 2010, we incurred \$12.9 million in charges for integration costs and the impact of a step up in inventory associated with our acquisition of Wireless Systems.

**Government Communications Systems Segment**

	Quarter Ended			Three Quarters Ended		
	April 2, 2010	April 3, 2009	% Inc/(Dec) (Dollars in millions)	April 2, 2010	April 3, 2009	% Inc/(Dec)
Revenue	\$665.7	\$648.7	2.6%	\$1,980.7	\$2,005.8	(1.3)%
Segment operating income	90.4	73.9	22.3%	263.1	225.4	16.7%
% of revenue	13.6%	11.4%		13.3%	11.2%	

*Third Quarter 2010 Compared With Third Quarter 2009:* Government Communications Systems segment revenue in the third quarter of fiscal 2010 was \$665.7 million compared with \$648.7 million in third quarter of fiscal 2009. Operating income was \$90.4 million in the third quarter of fiscal 2010 compared with \$73.9 million in the third quarter of fiscal 2009. Operating margin was strong at 13.6 percent and reflected continued excellent program performance and award fees.

Revenue increased in the third quarter of fiscal 2010 compared with the third quarter of fiscal 2009 for the Geostationary Operational Environmental Satellite-Series R Ground Segment ( GOES-R GS ) weather program for the National Oceanic and Atmospheric Administration ( NOAA ), the Modernization of Enterprise Terminals ( MET ) program for the U.S. Army, the IT services relocation program for the U.S. Southern Command ( USSOUTHCOM ) and several classified programs for national intelligence customers. Revenue also benefited from several comparatively small, recent acquisitions related primarily to the new growth initiatives of Cyber Integrated Solutions and Healthcare Solutions. Revenue from the FDCA program for the U.S. Census Bureau's 2010 census declined in the third quarter of fiscal 2010 as the program nears completion.

In the third quarter of fiscal 2010, we were awarded a three-year contract, potentially worth \$72 million, from the Department of Veterans Affairs ( VA ) for further improvements to the complex billing and collection activities of the VA, one of the largest healthcare delivery organizations in the world with 21 networks and 170 medical centers nationwide. We were awarded the contract after successfully implementing a pilot project for the VA s Mid-Atlantic region.

Also during the third quarter of fiscal 2010, we were awarded a contract, potentially worth \$25 million, to provide Highband Networking Radios ( HNRs ) to form the communications backbone of the U.S. Army s new Integrated Air and Missile Defense Battle Command System ( IBCS ). HNRs provide the first-ever use of directive beam technology to achieve higher throughput over longer distances in a robust, self-forming and self-healing directional mesh network.

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Following the close of the third quarter of fiscal 2010, we received a four-year network operations support contract, potentially worth \$35 million, for the Defense Commissary Agency Global Network Services.

*First Three Quarters 2010 Compared With First Three Quarters 2009:* The slight decrease in revenue in the first three quarters of fiscal 2010 was primarily due to lower revenue from the FDCA program for the U.S. Census Bureau's 2010 census compared with the first three quarters of fiscal 2009, which included a large handheld computer equipment delivery for the FDCA program in the second quarter of fiscal 2009, largely offset by revenue growth from several new programs and growth initiatives. The increase in operating income was due to strong operating margins, as noted above, and operating income in the first two quarters of fiscal 2009 included a \$17.6 million charge for schedule and cost overruns on commercial satellite reflector programs.

**Broadcast Communications Segment**

	Quarter Ended			Three Quarters Ended		
	April 2, 2010	April 3, 2009	% Inc/(Dec) (Dollars in millions)	April 2, 2010	April 3, 2009	% Inc/(Dec)
Revenue	\$123.0	\$132.2	(7.0)%	\$358.5	\$453.4	(20.9)%
Segment operating income	(5.2)	1.9	*	(9.7)	19.2	*
% of revenue	(4.2)%	1.4%		(2.7)%	4.2%	

\* Not meaningful

*Third Quarter 2010 Compared With Third Quarter 2009:* Broadcast Communication segment revenue in the third quarter of fiscal 2010 was \$123.0 million compared with \$116.8 million in the second quarter of fiscal 2010 and \$132.2 million in the third quarter of fiscal 2009. Our Broadcast Communications segment had an operating loss in the third quarter of fiscal 2010 of \$5.2 million compared with operating income of \$1.9 million in the third quarter of fiscal 2009. Operating performance for the segment is being impacted by a still relatively weak U.S. broadcaster market and continued investment to pursue opportunities in the international and new media markets. Additional cost-reduction actions will be implemented in the fourth quarter of fiscal 2010, which we expect will improve operating performance and allow continued investment in opportunity-rich international and new media markets.

Orders in the third quarter of fiscal 2010 of \$130 million were significantly higher than orders of \$108 million in the third quarter of fiscal 2009, but somewhat lower than orders of \$139 million in the second quarter of fiscal 2010. Orders in the second and third quarters of fiscal 2010 suggest to us that the market is bottoming and showing some signs of improvement. In the international arena, we believe opportunities are significant, but projects have longer lead times and start-up phases. New media growth initiatives such as the in-arena network for the National Basketball Association Orlando Magic that will combine Internet Protocol Television ( IPTV ) and digital signage and will merge broadcast technology with IT infrastructure are beginning to contribute to revenue.

Orders in the third quarter of fiscal 2010 included a \$12 million order from Cox Broadcasting for a traffic and billing system that provides access to order processing, sales management reporting, sales proposal generation, and research and administrator features all in one comprehensive suite of applications. Also in the third quarter of fiscal 2010, we received a \$4 million order from Abu Dhabi Media Company for a high-definition ( HD ) production and playout center, making it the first broadcaster in the Middle East to implement an end-to-end tapeless platform for HD production, and a \$4 million order from the country of Rwanda for a turnkey European digital standard DVB-T transmission solution in support of the country's transition from analog to digital.

At the 2010 National Association of Broadcasters ( NAB ) show held in early April 2010, we made several announcements related to new growth initiatives. We introduced the industry's first and most comprehensive end-to-end workflow for three-dimensional ( 3D ) applications. We also joined with the Open Mobile Video Coalition to announce new mobile TV trials in Washington, D.C. scheduled for May 2010. In addition, we highlighted how crossover commercial and government technologies such as our Full-Motion Video Asset Management Engine ( FAME ) can speed innovation and create actionable intelligence within both markets.

*First Three Quarters 2010 Compared With First Three Quarters 2009:* Broadcast Communications segment revenue decreased 20.9 percent in the first three quarters of fiscal 2010 from the first three quarters of fiscal 2009. There was an operating loss of \$9.7 million in the first three quarters of fiscal 2010 compared with operating income of \$19.2 million in the first three quarters of fiscal 2009. The reasons for these variances are primarily the same as those noted above regarding the third quarters of fiscal 2010 and 2009. Additionally, operating income in the first three quarters of fiscal 2009 included \$4.0 million of charges associated with cost-reduction actions implemented in the first quarter of fiscal 2009.

**Table of Contents****Unallocated Corporate Expense and Corporate Eliminations**

	Quarter Ended			Three Quarters Ended		
	April 2, 2010	April 3, 2009	% Inc/(Dec)	April 2, 2010	April 3, 2009	% Inc/(Dec)

	(Dollars in millions)					
Unallocated corporate expense	\$23.0	\$18.8	22.3%	\$67.0	\$56.8	18.0%
Corporate eliminations	2.4	4.9	(51.0)%	7.0	14.7	(52.4)%

*Third Quarter 2010 Compared With Third Quarter 2009:* Unallocated corporate expense increased 22.3 percent to \$23.0 million in the third quarter of fiscal 2010 from \$18.8 million in the third quarter of fiscal 2009. Unallocated corporate expense increased primarily due to investments made in pursuit of new business opportunities. Corporate eliminations decreased to \$2.4 million in the third quarter of fiscal 2010 from \$4.9 million in the third quarter of fiscal 2009 due to reduced intersegment activity.

*First Three Quarters 2010 Compared With First Three Quarters 2009:* Unallocated corporate expense increased 18.0 percent to \$67.0 million in the first three quarters of fiscal 2010 from \$56.8 million in the first three quarters of fiscal 2009. Corporate eliminations decreased to \$7.0 million in the first three quarters of fiscal 2010 from \$14.7 million in the first three quarters of fiscal 2009. Unallocated corporate expense increased primarily due to investments made in pursuit of new business opportunities, increased charitable contributions and a charge associated with a contract termination, which we recorded in the second quarter of fiscal 2010. Corporate eliminations decreased due to reduced intersegment activity.

**LIQUIDITY AND CAPITAL RESOURCES****Cash Flows**

	Three Quarters Ended	
	April 2, 2010	April 3, 2009

(In millions)

Net cash provided by operating activities	\$ 635.3	\$ 404.5
Net cash used in investing activities	(176.4)	(103.5)
Net cash used in financing activities	(336.6)	(206.7)
Effect of exchange rate changes on cash and cash equivalents	2.2	(12.3)
Net increase in cash and cash equivalents	124.5	82.0
Cash and cash equivalents, beginning of year	281.2	370.0
Cash and cash equivalents, end of quarter	405.7	452.0
Less cash and cash equivalents of discontinued operations		(115.6)
Cash and cash equivalents of continuing operations, end of quarter	\$ 405.7	\$ 336.4

**Cash and Cash Equivalents:** Our Consolidated Statement of Cash Flows in our Fiscal 2009 Form 10-K includes the results of HSTX through the May 27, 2009 Spin-off date. Accordingly, for the first three quarters of fiscal 2009, our Condensed Consolidated Statement of Cash Flows (Unaudited) and the following discussion and analysis includes cash flows from HSTX, and HSTX cash and cash equivalents are shown separately as cash and cash equivalents of discontinued operations.

Our cash and cash equivalents increased \$124.5 million to \$405.7 million at the end of the third quarter of fiscal 2010 from \$281.2 million at the end of fiscal 2009. The increase was primarily due to \$635.3 million of net cash provided by operating activities, partially offset by \$336.6 million of net cash used in financing activities and



\$176.4 million of net cash used in investing activities.

Our financial position remained strong at April 2, 2010. We ended the third quarter of fiscal 2010 with cash and cash equivalents of \$405.7 million; we have no long-term debt maturing until fiscal 2016; we have a senior unsecured \$750 million revolving credit facility that expires in September 2013 (all of which was available to us as of April 2, 2010); and we do not have any material defined benefit pension plan obligations.

During the recent downturn in global financial markets, some companies experienced difficulties with liquidity of their cash equivalents, trading investment securities, drawing on revolvers, issuing debt and raising capital, which have had an adverse impact on their liquidity. Given our current cash position, outlook for funds generated from operations, credit ratings, available credit facilities, cash needs and debt structure, we have not experienced to date, and do not expect to experience, any material issues with liquidity, although we can give no assurances concerning our future liquidity.

We also currently believe that existing cash, funds generated from operations, our credit facilities and access to the public and private debt and equity markets will be sufficient to provide for our anticipated working capital requirements, capital expenditures and repurchases under

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our share repurchase programs for the next 12 months and the foreseeable future. We anticipate tax payments over the next three years to be approximately equal to our tax expense during the same period. We anticipate that our fiscal 2010 cash outlays may include additional strategic acquisitions. Other than those cash outlays noted in the

Commercial Commitments and Contractual Obligations discussion below in this MD&A, capital expenditures, potential acquisitions and repurchases under our share repurchase programs, no other significant cash outlays are anticipated during the remainder of fiscal 2010 and thereafter.

There can be no assurance, however, that our business will continue to generate cash flow at current levels, that ongoing operational improvements will be achieved, or that the cost or availability of future borrowings, if any, under our commercial paper program or our credit facilities or in the debt markets will not be impacted by the recent or any potential future credit and capital markets disruptions. If we are unable to maintain cash balances or generate sufficient cash flow from operations to service our obligations, we may be required to sell assets, reduce capital expenditures, reduce or eliminate strategic acquisitions, reduce or terminate our share repurchase programs, reduce or eliminate dividends, refinance all or a portion of our existing debt or obtain additional financing. Our ability to make principal payments or pay interest on or refinance our indebtedness depends on our future performance and financial results, which, to a certain extent, are subject to general conditions in or affecting the defense, government and broadcast communications markets and to general economic, political, financial, competitive, legislative and regulatory factors beyond our control.

**Net cash provided by operating activities:** Our net cash provided by operating activities was \$635.3 million in the first three quarters of fiscal 2010 compared with \$404.5 million in the first three quarters of fiscal 2009 primarily as a result of strong operating income in our RF Communications and Government Communications Systems segments and good working capital management in our RF Communications segment.

**Net cash used in investing activities:** Our net cash used in investing activities was \$176.4 million in the first three quarters of fiscal 2010 compared with \$103.5 million in the first three quarters of fiscal 2009. Net cash used in investing activities in the first three quarters of fiscal 2010 consisted of \$129.9 million of property, plant and equipment additions, \$6.3 million of capitalized software additions and \$40.2 million of cash paid for acquired businesses. Net cash used in investing activities in the first three quarters of fiscal 2009 primarily consisted of \$86.8 million of property, plant and equipment additions, \$10.1 million of capitalized software additions and \$9.1 million of cash paid for acquired businesses. The increase in our property, plant and equipment additions in the first three quarters of fiscal 2010 compared with the first three quarters of fiscal 2009 was primarily driven by purchases of new facilities. Our total capital expenditures, including capitalized software, in fiscal 2010 are expected to be between \$200 million and \$210 million.

**Net cash used in financing activities:** Our net cash used in financing activities was \$336.6 million in the first three quarters of fiscal 2010 compared with \$206.7 million in the first three quarters of fiscal 2009. Net cash used in financing activities in the first three quarters of fiscal 2010 primarily consisted of \$106.6 million used for repayments of borrowings, \$155.7 million used for repurchases of shares of our common stock and \$86.4 million used to pay cash dividends. Net cash used in financing activities in the first three quarters of fiscal 2009 primarily consisted of \$132.2 million used for repurchases of shares of our common stock and \$80.1 million used to pay cash dividends.

**Common Stock Repurchases**

During the third quarter of fiscal 2010, we used \$49.9 million to repurchase 1,118,900 shares of our common stock under our repurchase program at an average price per share of \$44.63, including commissions. During the third quarter of fiscal 2009, we used \$50.0 million to repurchase 1,251,509 shares of our common stock under our repurchase program at an average price per share of \$39.95, including commissions. During the first three quarters of fiscal 2010, we used \$149.9 million to repurchase 3,703,772 shares of our common stock under our repurchase programs at an average price per share of \$40.48, including commissions. During the first three quarters of fiscal 2009, we used \$125.0 million to repurchase 2,722,438 shares of our common stock under our repurchase program at an average price per share of \$45.91, including commissions. In the third quarter of fiscal 2010 and third quarter of fiscal 2009, \$0.3 million and \$0.1 million, respectively, in shares of our common stock were delivered to us or withheld by us to satisfy withholding taxes on employee share-based awards. In the first three quarters of fiscal 2010 and first three quarters of fiscal 2009, \$5.8 million and \$7.2 million, respectively, in shares of our common stock were

delivered to us or withheld by us to satisfy withholding taxes on employee share-based awards. Shares repurchased by us are cancelled and retired.

As of April 2, 2010, we have a remaining authorization to repurchase approximately \$500 million in shares of our common stock under our repurchase program, which does not have a stated expiration date. Repurchases under our repurchase program may be made through open market purchases, private transactions, transactions structured through investment banking institutions or any combination thereof. Share repurchases are expected to be funded with available cash. The level of our repurchases depends on a number of factors, including our financial condition, capital requirements, results of operations, future business prospects and other factors that our Board of Directors may deem relevant. The timing, volume and nature of share repurchases are subject to market conditions, applicable securities laws and other factors and are at our discretion and may be suspended or discontinued at any time.

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Additional information regarding share repurchases during the third quarter of fiscal 2010 and our repurchase program is set forth in this Report under Part II. Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

**Dividends**

On August 28, 2009, our Board of Directors increased the quarterly cash dividend rate on our common stock from \$.20 per share to \$.22 per share, for an annualized cash dividend rate of \$.88 per share, which was our eighth consecutive annual increase in our quarterly cash dividend rate. Our annualized cash dividend rate was \$.80 per share in fiscal 2009. There can be no assurances that our annualized cash dividend rate will continue to increase. Quarterly cash dividends are typically paid in March, June, September and December. We currently expect that cash dividends will continue to be paid in the near future, but we can give no assurances concerning payment of future dividends. The declaration of dividends and the amount thereof will depend on a number of factors, including our financial condition, capital requirements, results of operations, future business prospects and other factors that our Board of Directors may deem relevant.

**Capital Structure and Resources**

On September 10, 2008, we entered into a five-year, senior unsecured revolving credit agreement (the 2008 Credit Agreement ) with a syndicate of lenders. The 2008 Credit Agreement provides for the extension of credit to us in the form of revolving loans, including swingline loans, and letters of credit at any time and from time to time during the term of the 2008 Credit Agreement, in an aggregate principal amount at any time outstanding not to exceed \$750 million for both revolving loans and letters of credit, with a sub-limit of \$50 million for swingline loans and \$125 million for letters of credit. The 2008 Credit Agreement includes a provision pursuant to which, from time to time, we may request that the lenders in their discretion increase the maximum amount of commitments under the 2008 Credit Agreement by an amount not to exceed \$500 million. Only consenting lenders (including new lenders reasonably acceptable to the administrative agent) will participate in any such increase. In no event will the maximum amount of credit extensions available under the 2008 Credit Agreement exceed \$1.25 billion. The 2008 Credit Agreement may be used for working capital and other general corporate purposes (excluding hostile acquisitions) and to support any commercial paper that we may issue. Borrowings under the 2008 Credit Agreement may be denominated in U.S. Dollars, Euros, Sterling and any other currency acceptable to the administrative agent and the lenders, with a non-U.S. currency sub-limit of \$150 million. We may designate certain wholly owned subsidiaries as borrowers under the 2008 Credit Agreement, and the obligations of any such subsidiary borrower must be guaranteed by Harris Corporation. We also may designate certain subsidiaries as unrestricted subsidiaries, which means certain of the covenants and representations in the 2008 Credit Agreement do not apply to such subsidiaries.

At our election, borrowings under the 2008 Credit Agreement denominated in U.S. Dollars will bear interest either at LIBOR plus an applicable margin or at the base rate plus an applicable margin. The interest rate margin over LIBOR, initially set at 0.50 percent, may increase (to a maximum amount of 1.725 percent) or decrease (to a minimum of 0.385 percent) based on changes in the ratings of our senior, unsecured long-term debt securities ( Senior Debt Ratings ) and on the degree of utilization under the 2008 Credit Agreement ( Utilization ). The base rate is a fluctuating rate equal to the higher of the federal funds rate plus 0.50 percent or SunTrust Bank's publicly announced prime lending rate for U.S. Dollars. The interest rate margin over the base rate is 0.00 percent, but if our Senior Debt Ratings fall to BB+/Ba1 or below, then the interest rate margin over the base rate will increase to either 0.225 percent or 0.725 percent based on Utilization. Borrowings under the 2008 Credit Agreement denominated in a currency other than U.S. Dollars will bear interest at LIBOR plus the applicable interest rate margin over LIBOR described above. Letter of credit fees are also determined based on our Senior Debt Ratings and Utilization.

The 2008 Credit Agreement contains certain covenants, including covenants limiting: certain liens on our assets; certain mergers, consolidations or sales of assets; certain sale and leaseback transactions; certain vendor financing investments; and certain investments in unrestricted subsidiaries. The 2008 Credit Agreement also requires that we not permit our ratio of consolidated total indebtedness to total capital, each as defined, to be greater than 0.60 to 1.00 and not permit our ratio of consolidated EBITDA to consolidated net interest expense, each as defined, to be less than 3.00 to 1.00 (measured on the last day of each fiscal quarter for the rolling four-quarter period then ending). We were in compliance with the covenants in the 2008 Credit Agreement in fiscal 2009 and the first three quarters of fiscal 2010. The 2008 Credit Agreement contains certain events of default, including: failure to make payments; failure to perform

or observe terms, covenants and agreements; material inaccuracy of any representation or warranty; payment default under other indebtedness with a principal amount in excess of \$75 million or acceleration of such indebtedness; occurrence of one or more final judgments or orders for the payment of money in excess of \$75 million that remain unsatisfied; incurrence of certain ERISA liability in excess of \$75 million; any bankruptcy or insolvency; or a change of control, including if a person or group becomes the beneficial owner of 25 percent or more of our voting stock. If an event of default occurs the lenders may, among other things, terminate their commitments and declare all outstanding borrowings to be immediately due and payable together with accrued interest and fees. All amounts borrowed or outstanding under the 2008 Credit Agreement are due and mature on September 10, 2013, unless the commitments are terminated earlier either at our request or if certain events of default occur. At April 2, 2010, we had no borrowings outstanding under the 2008 Credit Agreement.

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On June 9, 2009, we completed the issuance of \$350 million in aggregate principal amount of 6.375% Notes due June 15, 2019. Interest on the notes is payable on June 15 and December 15 of each year. We may redeem the notes at any time in whole or, from time to time, in part at the make-whole redemption price. The make-whole redemption price is equal to the greater of 100 percent of the principal amount of the notes being redeemed or the sum of the present values of the remaining scheduled payments of the principal and interest (other than interest accruing to the date of redemption) on the notes being redeemed, discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate, as defined, plus 37.5 basis points. In each case, we will pay accrued interest on the principal amount of the notes being redeemed to the redemption date. In addition, upon a change of control combined with a below-investment-grade rating event, we may be required to make an offer to repurchase the notes at a price equal to 101 percent of the aggregate principal amount of the notes repurchased, plus accrued interest on the notes repurchased to the date of repurchase. We incurred \$4.1 million in debt issuance costs and discounts related to the issuance of the notes, which are being amortized on a straight-line basis over the life of the notes, which approximates the effective interest rate method, and are reflected as a portion of interest expense in the accompanying Condensed Consolidated Statement of Income (Unaudited).

On December 5, 2007, we completed the issuance of \$400 million in aggregate principal amount of 5.95% Notes due December 1, 2017. Interest on the notes is payable on June 1 and December 1 of each year. We may redeem the notes at any time in whole or, from time to time, in part at the make-whole redemption price. The make-whole redemption price is equal to the greater of 100 percent of the principal amount of the notes being redeemed or the sum of the present values of the remaining scheduled payments of the principal and interest (other than interest accruing to the date of redemption) on the notes being redeemed, discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate, as defined, plus 30 basis points. In each case, we will pay accrued interest on the principal amount of the notes being redeemed to the redemption date. In addition, upon a change of control combined with a below-investment-grade rating event, we may be required to make an offer to repurchase the notes at a price equal to 101 percent of the aggregate principal amount of the notes repurchased, plus accrued interest on the notes repurchased to the date of repurchase. In conjunction with the issuance of the notes, we entered into treasury lock agreements to protect against fluctuations in forecasted interest payments resulting from the issuance of ten-year, fixed-rate debt due to changes in the benchmark U.S. Treasury rate. These agreements were determined to be highly effective in offsetting changes in forecasted interest payments as a result of changes in the benchmark U.S. Treasury rate. Upon termination of these agreements on December 6, 2007, we recorded a loss of \$5.5 million, net of income tax, in shareholders' equity as a component of accumulated other comprehensive income. This loss, along with \$5.0 million in debt issuance costs, is being amortized on a straight-line basis over the life of the notes, which approximates the effective interest rate method, and is reflected as a portion of interest expense in the accompanying Condensed Consolidated Statement of Income (Unaudited).

On September 20, 2005, we completed the issuance of \$300 million in aggregate principal amount of 5% Notes due October 1, 2015. Interest on the notes is payable on April 1 and October 1 of each year. We may redeem the notes in whole, or in part, at any time at the make-whole redemption price. The make-whole redemption price is equal to the greater of 100 percent of the principal amount of the notes being redeemed or the sum of the present values of the remaining scheduled payments of the principal and interest (other than interest accruing to the date of redemption) on the notes being redeemed, discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate, as defined, plus 15 basis points. In each case, we will pay accrued interest on the principal amount of the notes being redeemed to the redemption date. We incurred \$4.1 million in debt issuance costs and discounts related to the issuance of the notes, which are being amortized on a straight-line basis over a ten-year period and reflected as a portion of interest expense in the accompanying Condensed Consolidated Statement of Income (Unaudited).

In February 1998, we completed the issuance of \$150 million in aggregate principal amount of 6.35% Debentures due February 1, 2028. On December 5, 2007, we repurchased and retired \$25.0 million in aggregate principal amount of the debentures. On February 1, 2008, we redeemed \$99.2 million in aggregate principal amount of the debentures pursuant to the procedures for redemption at the option of the holders of the debentures. We may redeem the remaining \$25.8 million in aggregate principal amount of the debentures in whole, or in part, at any time at a

pre-determined redemption price.

In January 1996, we completed the issuance of \$100 million in aggregate principal amount of 7% Debentures due January 15, 2026. The debentures are not redeemable prior to maturity.

We have an automatically effective, universal shelf registration statement, filed with the SEC on June 3, 2009, related to the potential future issuance of an indeterminate amount of securities, including debt securities, preferred stock, common stock, fractional interests in preferred

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stock represented by depositary shares and warrants to purchase debt securities, preferred stock or common stock.

We have uncommitted short-term lines of credit from various international banks. These lines provide for borrowings at various interest rates, typically may be terminated upon notice, may be used on such terms as mutually agreed to by the banks and us, and are reviewed annually for renewal or modification. These lines do not require compensating balances. We also have a short-term commercial paper program in place, which we may utilize to satisfy short-term cash requirements and which is supported by our 2008 Credit Agreement. As of April 2, 2010, we had no short-term debt outstanding under our commercial paper program.

Our debt is currently rated BBB+ by Standard and Poor's Rating Group and Baa1 by Moody's Investors Service. We expect to maintain operating ratios, fixed-charge coverage ratios and balance sheet ratios sufficient for retention of, or improvement to, these debt ratings. There are no assurances that our debt ratings will not be reduced in the future. If our debt ratings are lowered below investment grade, then we may not be able to issue short-term commercial paper, but may instead need to borrow under our credit facilities or pursue other options. In addition, if our debt ratings are lowered below investment grade, then we may also be required to provide cash collateral to support outstanding performance bonds. For a discussion of such performance bonds, see the Commercial Commitments discussion in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in our Fiscal 2009 Form 10-K. We do not currently foresee losing our investment-grade debt ratings, but no assurances can be given. If our debt ratings were downgraded, however, it could adversely impact, among other things, our future borrowing costs and access to capital markets and our ability to receive certain types of contract awards.

### **Off-Balance Sheet Arrangements**

In accordance with the definition under SEC rules, any of the following qualify as off-balance sheet arrangements:

Any obligation under certain guarantee contracts;

A retained or contingent interest in assets transferred to an unconsolidated entity or similar entity or similar arrangement that serves as credit, liquidity or market risk support to that entity for such assets;

Any obligation, including a contingent obligation, under certain derivative instruments; and

Any obligation, including a contingent obligation, under a material variable interest held by the registrant in an unconsolidated entity that provides financing, liquidity, market risk or credit risk support to the registrant, or engages in leasing, hedging or research and development services with the registrant.

Currently we are not participating in transactions that generate relationships with unconsolidated entities or financial partnerships, including variable interest entities, and we do not have any material retained or contingent interest in assets as defined above. As of April 2, 2010, we did not have material financial guarantees or other contractual commitments that are reasonably likely to adversely affect our results of operations, financial condition or cash flows. In addition, we are not currently a party to any related party transactions that materially affect our results of operations, financial condition or cash flows.

We have, from time to time, divested certain of our businesses and assets. In connection with these divestitures, we often provide representations, warranties and/or indemnities to cover various risks and unknown liabilities, such as environmental liabilities and tax liabilities. We cannot estimate the potential liability from such representations, warranties and indemnities because they relate to unknown conditions. We do not believe, however, that the liabilities relating to these representations, warranties and indemnities will have a material adverse effect on our results of operations, financial condition or cash flows.

Due to our downsizing of certain operations pursuant to acquisitions, restructuring plans or otherwise, certain properties leased by us have been sublet to third parties. In the event any of these third parties vacates any of these premises, we would be legally obligated under master lease arrangements. We believe that the financial risk of default by such sublessees is individually and in the aggregate not material to our results of operations, financial condition or cash flows.

### **Commercial Commitments and Contractual Obligations**



The amounts disclosed in our Fiscal 2009 Form 10-K include our commercial commitments and contractual obligations. During the quarter ended April 2, 2010, no material changes occurred in our contractual cash obligations to repay debt, to purchase goods and services and to make payments under operating leases or our commercial commitments and contingent liabilities on outstanding surety bonds, letters of credit, guarantees and other arrangements as disclosed in our Fiscal 2009 Form 10-K.

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**CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Our Condensed Consolidated Financial Statements (Unaudited) and accompanying Notes are prepared in accordance with U.S. generally accepted accounting principles. Preparing financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. These estimates and assumptions are affected by the application of our accounting policies. Our significant accounting policies are described in Note 1: Significant Accounting Policies in our Notes to Consolidated Financial Statements included in our Fiscal 2009 Form 10-K. Critical accounting policies and estimates are those that require application of management's most difficult, subjective or complex judgments, often as a result of matters that are inherently uncertain and may change in subsequent periods. Critical accounting policies and estimates for us include: (i) revenue recognition on development and production contracts and contract estimates, (ii) provisions for excess and obsolete inventory losses, (iii) impairment testing of goodwill and other intangible assets, and (iv) income taxes and tax valuation allowances. For additional discussion of our critical accounting policies and estimates, see the Critical Accounting Policies and Estimates discussion in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in our Fiscal 2009 Form 10-K.

**Impact of Recently Issued Accounting Standards**

As described in Note A Significant Accounting Policies and Recent Accounting Standards in the Notes, there are accounting standards that have recently been issued but are not yet effective for us. Note A includes a description of the potential impact that these new standards are expected to have on our results of operations, financial condition or cash flows.

**FORWARD-LOOKING STATEMENTS AND FACTORS THAT MAY AFFECT FUTURE RESULTS**

This Report contains forward-looking statements that involve risks and uncertainties, as well as assumptions that, if they do not materialize or prove correct, could cause our results to differ materially from those expressed in or implied by such forward-looking statements. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including, but not limited to, statements concerning: our plans, strategies and objectives for future operations; new products, services or developments; future economic conditions, performance or outlook; the outcome of contingencies; the potential level of share repurchases; the value of our contract awards and programs; expected cash flows or capital expenditures; our beliefs or expectations; activities, events or developments that we intend, expect, project, believe or anticipate will or may occur in the future; and assumptions underlying any of the foregoing. Forward-looking statements may be identified by their use of forward-looking terminology, such as believes, expects, may, should, would, will, intends, plans, estimates, anticipates, projects and expressions. You should not place undue reliance on these forward-looking statements, which reflect our management's opinions only as of the date of the filing of this Report and are not guarantees of future performance or actual results. Forward-looking statements are made in reliance upon the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). The following are some of the factors we believe could cause our actual results to differ materially from our historical results or our current expectations or projections:

We depend on U.S. Government customers for a significant portion of our revenue, and the loss of this relationship or a shift in U.S. Government funding priorities could have adverse consequences on our future business.

We depend significantly on our U.S. Government contracts, which often are only partially funded, subject to immediate termination, and heavily regulated and audited. The termination or failure to fund one or more of these contracts could have an adverse impact on our business.

We enter into fixed-price contracts that could subject us to losses in the event of cost overruns or a significant increase in inflation.

We derive a substantial portion of our revenue from international operations and are subject to the risks of doing business internationally, including fluctuations in currency exchange rates.

We may not be successful in obtaining the necessary export licenses to conduct certain operations abroad, and Congress may prevent proposed sales to certain foreign governments.

Our future success will depend on our ability to develop new products and technologies that achieve market acceptance in our current and future markets.

We participate in markets that are often subject to uncertain economic conditions, which makes it difficult to estimate growth in our markets and, as a result, future income and expenditures.

We cannot predict the consequences of future geo-political events, but they may adversely affect the markets in which we operate, our ability to insure against risks, our operations or our profitability.

We have made, and may continue to make, strategic acquisitions that involve significant risks and uncertainties.

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Disputes with our subcontractors and the inability of our subcontractors to perform, or our key suppliers to timely deliver our components or parts, could cause our products to be produced in an untimely or unsatisfactory manner.

Third parties have claimed in the past and may claim in the future that we are infringing directly or indirectly upon their intellectual property rights, and third parties may infringe upon our intellectual property rights.

The outcome of litigation or arbitration in which we are involved is unpredictable and an adverse decision in any such matter could have a material adverse effect on our financial condition and results of operations.

We are subject to customer credit risk.

We face certain significant risk exposures and potential liabilities that may not be covered adequately by insurance or indemnity.

Changes in our effective tax rate may have an adverse effect on our results of operations.

The effects of the recession in the United States and general downturn in the global economy could have an adverse impact on our business, operating results or financial condition.

We have significant operations in Florida and other locations that could be materially and adversely impacted in the event of a natural disaster or other significant disruption.

Changes in future business conditions could cause business investments and/or recorded goodwill to become impaired, resulting in substantial losses and write-downs that would reduce our results of operations.

In order to be successful, we must attract and retain key employees, and failure to do so could seriously harm us.

Additional details and discussions concerning some of the factors that could affect our forward-looking statements or future results are set forth in our Fiscal 2009 Form 10-K under Item 1A. Risk Factors. The foregoing list of factors and the factors set forth in Item 1A. Risk Factors included in our Fiscal 2009 Form 10-K and in Part II. Item 1A. Risk Factors in this Report are not exhaustive. Additional risks and uncertainties not known to us or that we currently believe not to be material also may adversely impact our business, results of operations, financial position and cash flows. Should any risks or uncertainties develop into actual events, these developments could have a material adverse effect on our business, results of operations, financial position and cash flows. The forward-looking statements contained in this Report are made as of the date hereof and we disclaim any intention or obligation, other than imposed by law, to update or revise any forward-looking statements or to update the reasons actual results could differ materially from those projected in the forward-looking statements, whether as a result of new information, future events or otherwise. For further information concerning risk factors, see Part II. Item 1A. Risk Factors in this Report.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk.**

In the normal course of doing business, we are exposed to the risks associated with foreign currency exchange rates and changes in interest rates. We employ established policies and procedures governing the use of financial instruments to manage our exposure to such risks.

**Foreign Exchange and Currency:** We use foreign currency forward contracts and options to hedge both balance sheet and off-balance sheet future foreign currency commitments. Factors that could impact the effectiveness of our hedging programs for foreign currency include accuracy of sales estimates, volatility of currency markets and the cost and availability of hedging instruments. A 10 percent adverse change in currency exchange rates for our foreign currency derivatives held at April 2, 2010 would not have had a material impact on the fair value of such instruments. This quantification of exposure to the market risk associated with foreign currency financial instruments does not take

into account the offsetting impact of changes in the fair value of our foreign denominated assets, liabilities and firm commitments. See *Note M Derivative Instruments and Hedging Activities* in the Notes for additional information.

**Interest Rates:** As of April 2, 2010, we had long-term debt obligations subject to interest rate risk. Because the interest rates on our long-term debt obligations are fixed, and because our long-term debt is not putable (redeemable at the option of the holders of the debt prior to maturity), the interest rate risk associated with this debt on our results of operations is not material. We have a short-term variable-rate commercial paper program in place, which we may utilize to satisfy short-term cash requirements. We can give no assurances that interest rates will not change significantly or have a material effect on our income or cash flows over the next twelve months.

**Item 4. Controls and Procedures.**

(a) *Evaluation of disclosure controls and procedures:* We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms. Our disclosure controls and procedures include, without limitation, controls and

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procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can provide only reasonable assurance of achieving their control objectives, and management necessarily is required to use its judgment in evaluating the cost-benefit relationship of possible controls and procedures. As required by Rule 13a-15 under the Exchange Act, as of the end of the fiscal quarter ended April 2, 2010, we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures. This evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer. Based upon this work and other evaluation procedures, our management, including our Chief Executive Officer and our Chief Financial Officer, has concluded that as of the end of the fiscal quarter ended April 2, 2010 our disclosure controls and procedures were effective.

(b) *Changes in internal control:* We periodically review our internal control over financial reporting as part of our efforts to ensure compliance with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002. In addition, we routinely review our system of internal control over financial reporting to identify potential changes to our processes and systems that may improve controls and increase efficiency, while ensuring that we maintain an effective internal control environment. Changes may include such activities as implementing new, more efficient systems, consolidating the activities of business units, migrating certain processes to our shared services organizations, formalizing policies and procedures, improving segregation of duties and adding additional monitoring controls. In addition, when we acquire new businesses, we incorporate our controls and procedures into the acquired business as part of our integration activities. There have been no changes in our internal control over financial reporting that occurred during the fiscal quarter ended April 2, 2010 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II. OTHER INFORMATION****Item 1. Legal Proceedings.**

HSTX and certain of its current and former officers and directors, including certain current Harris officers, were named as defendants in a federal securities class action complaint filed on September 15, 2008 in the United States District Court for the District of Delaware by plaintiff Norfolk County Retirement System on behalf of an alleged class of purchasers of HSTX securities from January 29, 2007 to July 30, 2008, including shareholders of Stratex Networks, Inc. ( Stratex ) who exchanged shares of Stratex for shares of HSTX as part of the combination between Stratex and our former Microwave Communications Division to form HSTX. Similar complaints were filed in the United States District Court for the District of Delaware on October 6, 2008 and October 30, 2008. The complaints were consolidated in a slightly expanded complaint filed on July 29, 2009 that added Harris Corporation and Ernst & Young LLP as defendants. This action relates to public disclosures made by HSTX on January 30, 2007 and July 30, 2008, which included the restatement of HSTX's financial statements for the first three fiscal quarters of its fiscal 2008 (the quarters ended March 28, 2008, December 28, 2007 and September 28, 2007) and for its fiscal years ended June 29, 2007, June 30, 2006 and July 1, 2005 due to accounting errors. The consolidated complaint alleges violations of Section 10(b) and Section 20(a) of the Exchange Act and of Rule 10b-5 promulgated thereunder, as well as violations of Section 11 and Section 15 of the Securities Act, and seeks, among other relief, determinations that the action is a proper class action, unspecified compensatory damages and reasonable attorneys' fees and costs. We believe that the defendants have meritorious defenses to these actions and the defendants intend to defend the litigation vigorously.

**Item 1A. Risk Factors.**

Investors should carefully review and consider the information regarding certain factors which could materially affect our business, results of operations, financial condition and cash flows and set forth under Item 1A. Risk Factors in our Fiscal 2009 Form 10-K. We do not believe that there have been any material changes to the risk factors previously disclosed in our Fiscal 2009 Form 10-K. We may disclose changes to such factors or disclose additional factors from time to time in our future filings with the SEC. Additional risks and uncertainties not presently known to

us or that we currently believe not to be material may also adversely impact our business, results of operations, financial position and cash flows.

**Table of Contents****Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.***Issuer Purchases of Equity Securities*

During the third quarter of fiscal 2010, we repurchased 1,118,900 shares of our common stock under our repurchase program at an average price per share of \$44.61, excluding commissions. During the third quarter of fiscal 2009, we repurchased 1,251,509 shares of our common stock under our repurchase program at an average price per share of \$39.93, excluding commissions. The level of our repurchases depends on a number of factors, including our financial condition, capital requirements, results of operations, future business prospects and other factors that our Board of Directors may deem relevant. The timing, volume and nature of share repurchases are subject to market conditions, applicable securities laws and other factors and are at our discretion and may be suspended or discontinued at any time. Shares repurchased by us are cancelled and retired.

The following table sets forth information with respect to repurchases by us of our common stock during the fiscal quarter ended April 2, 2010:

<b>Period*</b>	<b>Total number of shares purchased</b>	<b>Average price paid per share</b>	<b>Total number of shares purchased as part of publicly announced plans or programs (1)</b>	<b>Maximum approximate dollar value of shares that may yet be purchased under the plans or programs (1)</b>
Month No. 1 (January 2, 2010-January 29, 2010)				
Repurchase Programs (1)	None	n/a	None	\$ 550,414,044
Employee Transactions (2)	1,049	\$ 48.33	n/a	n/a
Month No. 2 (January 30, 2010-February 26, 2010)				
Repurchase Programs (1)	1,118,900	\$ 44.61	1,118,900	\$ 500,501,229
Employee Transactions (2)	10,957	\$ 45.27	n/a	n/a
Month No. 3 (February 27, 2010-April 2, 2010)				
Repurchase Programs (1)	None	n/a	None	\$ 500,501,229
Employee Transactions (2)	22,093	\$ 46.09	n/a	n/a
<b>Total</b>	<b>1,152,999</b>	<b>\$ 44.65</b>	<b>1,118,900</b>	<b>\$ 500,501,229</b>

\* Periods represent our fiscal months.

(1) On March 2, 2009, we announced that on February 27,



2009, our Board of Directors approved a share repurchase program authorizing us to repurchase up to \$600 million in shares of our stock through open-market transactions, private transactions, transactions structured through investment banking institutions or any combination thereof. Our repurchase program does not have a stated expiration date. The approximate dollar amount of our stock that may yet be purchased under our repurchase program as of April 2, 2010 was \$500,501,229 (as reflected in the table above). Our repurchase program has resulted, and is expected to continue to result, in repurchases in excess of offsetting the dilutive effect of shares issued under our

share-based incentive plans. However, the level of our repurchases depends on a number of factors, including our financial condition, capital requirements, results of operations, future business prospects and other factors that our Board of Directors may deem relevant. As a matter of policy, we do not repurchase shares during the period beginning on the 15th day of the third month of a fiscal quarter and ending two days following the public release of earnings and financial results for such fiscal quarter.

- (2) Represents a combination of (a) shares of our common stock delivered to us in satisfaction of the exercise price and/or tax withholding obligation by holders of

employee stock options who exercised stock options, (b) shares of our common stock delivered to us in satisfaction of the tax withholding obligation of holders of performance shares or restricted shares which vested during the quarter, (c) performance or restricted shares returned to us upon retirement or employment termination of employees or (d) shares of our common stock purchased by the trustee of the Harris Corporation Master Rabbi Trust at our direction to fund obligations under our deferred compensation plans. Our equity incentive plans provide that the value of shares delivered to us to pay the exercise price of options or to cover tax withholding obligations shall be the closing

price of our  
common stock  
on the date the  
relevant  
transaction  
occurs.

*Sales of Unregistered Securities*

During the third quarter of fiscal 2010, we did not issue or sell any unregistered equity securities.

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**Item 3. Defaults Upon Senior Securities.**

Not Applicable.

**Item 4. (Removed and Reserved).**

**Item 5. Other Information.**

Not Applicable.

**Item 6. Exhibits.**

The following exhibits are filed herewith or incorporated by reference to exhibits previously filed with the SEC:

- (3) (a) Restated Certificate of Incorporation of Harris Corporation (1995), as amended, incorporated herein by reference to Exhibit 3(a) to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 26, 2008. (Commission File Number 1-3863)
- (3) (b) By-Laws of Harris Corporation, as amended and restated effective October 24, 2008, incorporated herein by reference to Exhibit 3(ii) to the Company's Current Report on Form 8-K filed with the SEC on October 29, 2008. (Commission File Number 1-3863)
- (12) Computation of Ratio of Earnings to Fixed Charges.
- (15) Letter Regarding Unaudited Interim Financial Information.
- (31.1) Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.
- (31.2) Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.
- (32.1) Section 1350 Certification of Chief Executive Officer.
- (32.2) Section 1350 Certification of Chief Financial Officer.
- (101.INS) \*XBRL Instance Document.
- (101.SCH) \*XBRL Taxonomy Extension Schema Document.
- (101.CAL) \*XBRL Taxonomy Extension Calculation Linkbase Document.
- (101.LAB) \*XBRL Taxonomy Extension Label Linkbase Document.
- (101.PRE) \*XBRL Taxonomy Extension Presentation Linkbase Document.

\* Furnished  
herewith (not  
filed).

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HARRIS CORPORATION  
(Registrant)

Date: April 29, 2010

By: /s/ Gary L. McArthur  
Gary L. McArthur  
Senior Vice President and Chief Financial  
Officer  
(principal financial officer and duly authorized  
officer)  
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**EXHIBIT INDEX**

<b>Exhibit No. Under Reg. S-K, Item 601</b>	<b>Description</b>
(3)	(a) Restated Certificate of Incorporation of Harris Corporation (1995), as amended, incorporated herein by reference to Exhibit 3(a) to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 26, 2008. (Commission File Number 1-3863)
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(32.2)	Section 1350 Certification of Chief Financial Officer.
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(101.CAL)	*XBRL Taxonomy Extension Calculation Linkbase Document.
(101.LAB)	*XBRL Taxonomy Extension Label Linkbase Document.
(101.PRE)	*XBRL Taxonomy Extension Presentation Linkbase Document.
*	Furnished herewith (not filed).