HARRIS CORP /DE/

Form 4 May 13, 2008

FORM 4

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

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response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * CAVALLUCCI EUGENE S

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

HARRIS CORP /DE/ [HRS]

(Middle)

3. Date of Earliest Transaction

Director

10% Owner

CORPORATE

BOULEVARD

(First)

(Month/Day/Year) 05/12/2008

X_ Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

VP - General Counsel

(Check all applicable)

HEADQUARTERS, 1025 W. NASA

(Street)

4. If Amendment, Date Original

(Instr. 8)

Applicable Line)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

MELBOURNE, FL 32919

Person

(City)	(State) ((Zip) Tabl	le I - Non-D	erivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Disposed of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial

(A) or Price Code V Amount (D)

(Month/Day/Year)

Following Reported Transaction(s) (Instr. 3 and 4)

Owned

(Instr. 4) (Instr. 4)

Ownership

Indirect (I)

Common

Stock, Par $S^{(1)}$ 05/12/2008 666 39,775.37 D Value \$1.00

Common

Stock, Par $S^{(1)}$ 05/12/2008 278 D 39,497.37 D Value

\$1.00

 $S^{(1)}$ Common 05/12/2008 888 D \$ 38,609.37 D Stock, Par 57.05

Value

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\$1.00							
Common Stock, Par Value \$1.00	05/12/2008	S <u>(1)</u>	278	D	\$ 57.06	38,331.37	D
Common Stock, Par Value \$1.00	05/12/2008	S <u>(1)</u>	166	D	\$ 57.07	38,165.37	D
Common Stock, Par Value \$1.00	05/12/2008	S <u>(1)</u>	722	D	\$ 57.08	37,443.37	D
Common Stock, Par Value \$1.00	05/12/2008	S <u>(1)</u>	278	D	\$ 57.09	37,165.37	D
Common Stock, Par Value \$1.00	05/12/2008	S <u>(1)</u>	167	D	\$ 57.1	36,998.37	D
Common Stock, Par Value \$1.00	05/12/2008	S <u>(1)</u>	56	D	\$ 57.11	36,942.37	D
Common Stock, Par Value \$1.00	05/12/2008	S <u>(1)</u>	56	D	\$ 57.12	36,886.37	D
Common Stock, Par Value \$1.00	05/12/2008	S <u>(1)</u>	111	D	\$ 57.13	36,775.37	D
Common Stock, Par Value \$1.00	05/12/2008	S <u>(1)</u>	56	D	\$ 57.14	36,719.37	D
Common Stock, Par Value \$1.00	05/12/2008	S <u>(1)</u>	56	D	\$ 57.23	36,663.37	D
Common Stock, Par Value \$1.00	05/12/2008	S <u>(1)</u>	56	D	\$ 57.24	36,607.37	D

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Common Stock, Par Value \$1.00	05/12/2008	S(1)	167	D	\$ 57.28	36,440.37	D
Common Stock, Par Value \$1.00	05/12/2008	S(1)	55	D	\$ 57.3	36,385.37	D
Common Stock, Par Value \$1.00	05/12/2008	S <u>(1)</u>	56	D	\$ 57.35	36,329.37	D
Common Stock, Par Value \$1.00	05/12/2008	S(1)	556	D	\$ 57.03	35,773.37 (2)	D

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

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

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(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	O	of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8) I	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				S	Securities			(Instr.	3 and 4)	
	Security				A	Acquired					
					(.	A) or					
					Ι	Disposed					
					O	of (D)					
					(Instr. 3,					
					4	1, and 5)					
										Amount	
										or	
							Date	Expiration	Title	Number	
							Exercisable	Date	Title	of	
				Code	V ((A) (D)				Shares	
				Code	٧ ((\mathbf{A})				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
CAVALLUCCI EUGENE S			VP -					
CORPORATE HEADQUARTERS			General					

Reporting Owners 3

1025 W. NASA BOULEVARD MELBOURNE, FL 32919 Counsel

Signatures

By: /s/ Carol H. Tumser, Attorney-in-Fact, For: Eugene S. Cavallucci

05/13/2008

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The exercise and sale of 10,000 shares as reported in this Form 4 were sold pursuant to a sale plan adopted by the Reporting Person on June 11, 2007, pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- Aggregate of 35,773.37 shares listed in Column 5 of Table I includes: (a) 15,200 performance shares previously reported and subject to adjustment; (b) 9.78 shares acquired through the Harris Corporation 401(k) Retirement Plan on 2/29/08; (c) 17.81 shares acquired through the Harris Corporation Dividend Reinvestment Plan on 3/14/08; and (d) 35.69 shares acquired through a broker dividend reinvestment program on 3/14/08.

Remarks:

Exhibit List:

Exhibit 24 - Power of Attorney

This Form 4 is the second of two being filed by the Reporting Person on May 13, 2008. A total of two Forms 4 were filed by Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Signatures 4