

HARRIS CORP /DE/
Form 4
February 15, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MASSARI CHESTER A

(Last) (First) (Middle)

RF COMMUNICATIONS
DIVISION, 1680 UNIVERSITY
AVENUE

(Street)

ROCHESTER, NY 14610

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President - RFCD

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock, Par Value \$1.00 | 02/13/2006 | | M | 3,246 ⁽¹⁾ A | \$ 33.575 | 80,024.82 | D |
| Common Stock, Par Value \$1.00 | 02/13/2006 | | F | 2,279 ⁽¹⁾ D | \$ 47.81 | 77,745.82 | D |
| Common Stock, Par Value | 02/13/2006 | | F | 483 ⁽¹⁾ D | \$ 47.81 | 77,262.82 | D |

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| | | | | | | | |
|-------------------------------|------------|---|-----------------------|---|--------------|-----------|---|
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/13/2006 | M | <u>3,214</u> (1) | A | \$ 33.575 | 80,476.82 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/13/2006 | F | <u>2,257</u> (1) | D | \$ 47.81 | 78,219.82 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/13/2006 | F | 435 ⁽¹⁾ | D | \$ 47.81 | 77,784.82 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/13/2006 | M | <u>3,606</u> (1) | A | \$ 33.575 | 81,390.82 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/13/2006 | F | <u>2,532</u> (1) | D | \$ 47.81 | 78,858.82 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/13/2006 | F | 470 ⁽¹⁾ | D | \$ 47.81 | 78,388.82 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/13/2006 | M | <u>8,092</u> (1) | A | \$ 33.575 | 86,480.82 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/13/2006 | F | <u>5,682</u> (1) | D | \$ 47.81 | 80,798.82 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/13/2006 | F | <u>1,055</u> (1) | D | \$ 47.81 | 79,743.82 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/13/2006 | M | <u>8,788</u> (1) | A | \$ 33.575 | 88,531.82 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/13/2006 | F | V <u>6,171</u> (1) | D | \$ 47.81 | 82,360.82 | D |
| \$1.00 | | | | | | | |

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| | | | | | | | |
|---|------------|---|---------------------|---|-----------|----------------------|---|
| Common Stock, Par Value \$1.00 | 02/13/2006 | F | <u>1,146</u> (1) | D | \$ 47.81 | 81,214.82 | D |
| Common Stock, Par Value \$1.00 | 02/13/2006 | M | <u>4,936</u> (1) | A | \$ 33.575 | 86,150.82 | D |
| Common Stock, Par Value \$1.00 | 02/13/2006 | F | <u>3,466</u> (1) | D | \$ 47.81 | 82,684.82 | D |
| Common Stock, Par Value \$1.00 | 02/13/2006 | F | 643 <u>(1)</u> | D | \$ 47.81 | 82,041.82 <u>(2)</u> | 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.

SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) | | |
|---|--|---|---|--------------------------------------|---|--|--|-------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 33.575 | 02/13/2006 | | M | 3,246 | 05/29/2005 08/23/2012 | Common Stock, Par Value \$1.00 | 3,246 | |
| Non-Qualified Stock Option (right to buy) | \$ 33.575 | 02/13/2006 | | M | 3,214 | 05/29/2005 08/22/2013 | Common Stock, Par Value \$1.00 | 3,214 | |
| | \$ 33.575 | 02/13/2006 | | M | 3,606 | 05/29/2005 08/23/2006 | | 3,606 | |

| Option Type | Exercise Price | Grant Date | Expiration Date | Shares | Acquired | Terminated | Common Stock, Par Value | Shares |
|---|----------------|------------|-----------------|---------|------------|------------|-------------------------|--------|
| Non-Qualified Stock Option (right to buy) | | | | | | | \$1.00 | |
| Non-Qualified Stock Option (right to buy) | \$ 33.575 | 02/13/2006 | | M 8,092 | 05/29/2005 | 08/24/2011 | \$1.00 | 8,0 |
| Non-Qualified Stock Option (right to buy) | \$ 33.575 | 02/13/2006 | | M 8,788 | 05/29/2005 | 08/25/2010 | \$1.00 | 8,7 |
| Non-Qualified Stock Option (right to buy) | \$ 33.575 | 02/13/2006 | | M 4,936 | 05/29/2005 | 08/27/2009 | \$1.00 | 4,9 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MASSARI CHESTER A RF COMMUNICATIONS DIVISION 1680 UNIVERSITY AVENUE ROCHESTER, NY 14610 | | | President - RFCD | |

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Chester A. Massari
Date: 02/14/2006

__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) Stock swap exercise (referenced in Table II) and disposition of shares upon tax withholding.
- (2) Aggregate of 82,041.82 shares listed in Column 5 of Table I includes: (a) 22,400 performance shares previously reported and subject to adjustment and (b) 13.52 shares acquired through the Harris Corporation 401(k) Retirement Plan from 1/18/06 through 2/1/06.

Remarks:

Exhibit List:

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.