

MCARTHUR GARY L
Form 4
August 30, 2011

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCARTHUR GARY L

(Last) (First) (Middle)

CORPORATE HEADQUARTERS, 1025 W. NASA BOULEVARD

(Street)

MELBOURNE, FL 32919

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/26/2011

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)
Sr. VP & Chief Financial Off.

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, Par Value \$1.00	08/26/2011		A		2,910 ⁽¹⁾	A	\$ 0 89,313.94 D
Common Stock, Par Value \$1.00	08/26/2011		F		4,597 ⁽²⁾	D	\$ 37.69 84,716.94 ⁽³⁾ D

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

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(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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (Right to Buy)	\$ 37.69	08/26/2011		A	59,800	08/26/2014 ⁽⁴⁾ 08/26/2021	Common Stock, Par Value \$1.00
Performance Stock Units	\$ 0 ⁽⁵⁾	08/26/2011		A	16,200	⁽⁵⁾ ⁽⁵⁾	Common Stock, Par Value \$1.00
Restricted Stock Units	\$ 0 ⁽⁶⁾	08/26/2011		A	1,800	08/26/2013 ⁽⁶⁾ ⁽⁶⁾	Common Stock, Par Value \$1.00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCARTHUR GARY L CORPORATE HEADQUARTERS 1025 W. NASA BOULEVARD MELBOURNE, FL 32919			Sr. VP & Chief Financial Off.	

Signatures

/s/ Gary L. McArthur 08/30/2011

**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) Increase in performance shares granted 8/22/08 based upon performance share payout formula.
- (2) Shares withheld by company to pay tax liability on vesting of performance shares previously awarded.
- (3) Aggregate of 84,716.94 shares listed in Column 5 of Table I includes 29,600 performance shares previously reported and subject to adjustment.
- (4) Of the 59,800 shares granted on this 8/26/11 stock option, 19,934 shares are exercisable on 8/26/12, 19,933 shares are exercisable on 8/26/13, and 19,933 shares are exercisable on 8/26/14.

(5) Each performance stock unit represents a contingent right to one share of the Issuer's common stock. Performance stock units are subject to future adjustment; performance period started 7/2/11. The 16,200 performance stock units will vest on 6/27/14. Vested shares are subject to future adjustment and will be delivered to the reporting person within two and one-half months of vesting.

(6) Each restricted stock unit represents a contingent right to one share of the Issuer's common stock. The 1,800 restricted stock units will vest on 8/26/13.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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