

PEARSON DANIEL R

Form 4

November 09, 2012

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PEARSON DANIEL R

(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)
11/07/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Exec. VP and COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock, Par Value \$1.00	11/07/2012		M	33,666 (1)	A \$ 35.04	103,216.7	D
Common Stock, Par Value \$1.00	11/07/2012		F	23,952 (1)	D \$ 49.25	79,264.7	D
Common Stock, Par Value	11/07/2012		F	3,542 (1)	D \$ 49.25	75,722.7	D

\$1.00

Common
Stock, Par
Value

11/07/2012

M

18,534
(1)

A

\$
37.69

94,256.7

D

\$1.00

Common
Stock, Par
Value

11/07/2012

F

14,183
(1)

D

\$
49.25

80,073.7

D

\$1.00

Common
Stock, Par
Value

11/07/2012

F

1,587
(1)

D

\$
49.25

78,486.7

D

\$1.00

Common
Stock, Par
Value

11/07/2012

M

17,440
(1)

A

\$
41.46

95,926.7

D

\$1.00

Common
Stock, Par
Value

11/07/2012

F

14,681
(1)

D

\$
49.25

81,245.7

D

\$1.00

Common
Stock, Par
Value

11/07/2012

F

1,006
(1)

D

\$
49.25

80,239.7

D

\$1.00

Common
Stock, Par
Value

11/07/2012

M

6,277
(1)

A

\$
42.87

86,516.7

D

\$1.00

Common
Stock, Par
Value

11/07/2012

F

5,463
(1)

D

\$
49.25

81,053.7

D

\$1.00

Common
Stock, Par
Value

11/07/2012

F

298 (1)

D

\$
49.25

80,755.7 (2)

D

\$1.00

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)

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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)	\$ 35.04	11/07/2012		M	33,666 (1)	08/28/2012	08/28/2019	Common Stock, Par Value \$1.00	33,666
Non-Qualified Stock Option (Right to Buy)	\$ 37.69	11/07/2012		M	18,534 (1)	(3)	08/26/2021	Common Stock, Par Value \$1.00	18,534
Non-Qualified Stock Option (Right to Buy)	\$ 41.46	11/07/2012		M	17,440 (1)	08/25/2009	08/25/2013	Common Stock, Par Value \$1.00	17,440
Non-Qualified Stock Option (Right to Buy)	\$ 42.87	11/07/2012		M	6,277 (1)	(4)	08/27/2020	Common Stock, Par Value \$1.00	6,277

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEARSON DANIEL R CORPORATE HEADQUARTERS 1025 W. NASA BOULEVARD MELBOURNE, FL 32919			Exec. VP and COO	

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Daniel R. Pearson 11/09/2012

__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.

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- (2) Aggregate of 80,755.70 shares listed in Column 5 of Table I includes: (a) 11,200 performance shares previously reported and subject to adjustment and (b) a .52 share acquired through the Harris Corporation Dividend Reinvestment Plan on 9/19/12.
- (3) Of the 55,600 shares granted on this 8/26/11 stock option, 18,534 shares are exercisable on 8/26/12, an additional 18,533 shares are exercisable on 8/26/13, and an additional 18,533 shares are exercisable on 8/26/14.
- (4) Of the 40,000 shares granted on this 8/27/10 stock option, 13,334 shares are exercisable on 8/27/11, an additional 13,333 shares are exercisable on 8/27/12, and an additional 13,333 shares are exercisable on 8/27/13.

Remarks:

Exhibit List:

Exhibit 24 - Power of Attorney

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

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