

HARRIS CORP /DE/
Form 4
August 30, 2016

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 *
Brown William M

(Last) (First) (Middle)
HARRIS CORPORATION, 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)
08/27/2016

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)
Chairman, President, and CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock, Par Value \$1.00 | 08/27/2016 | | M | | 39,500 (1) | A | \$ 0 164,557 D |
| Common Stock, Par Value \$1.00 | 08/27/2016 | | A | | 18,802 (2) | A | \$ 0 183,359 D |
| Common Stock, Par Value \$1.00 | 08/27/2016 | | F | | 24,458 (3) | D | \$ 90.84 158,901 D |

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

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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 Underlying (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------------------------------|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Performance Stock Units | \$ 0 ⁽¹⁾ | 08/27/2016 | | M | 39,500 | ⁽¹⁾ | ⁽¹⁾ | Common Stock Par Value \$1.00 |
| Non-Qualified Stock Option (Right to Buy) | \$ 90.84 | 08/27/2016 | | A | 303,820 | 08/27/2019 ⁽⁴⁾ | 08/27/2026 | Common Stock Par Value \$1.00 |
| Performance Stock Units | \$ 0 ⁽⁵⁾ | 08/27/2016 | | A | 46,900 | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock Par Value \$1.00 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brown William M HARRIS CORPORATION 1025 W. NASA BOULEVARD MELBOURNE, FL 32919 | | | Chairman, President, and CEO | |

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: William M. Brown

08/30/2016

__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).

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- This transaction represents the settlement of vested performance stock units in shares of common stock. These were performance stock
- (1) units granted on 8/23/13 that vested on 7/1/16 and were paid in shares of common stock on 8/26/16. Each performance stock unit represents a contingent right to one share of the Issuer's common stock. The performance stock unit grant was previously reported.
 - (2) Increase in vested performance stock units granted 8/23/2013 based upon performance stock unit payout formula resulting in an additional payment in shares of common stock on 8/26/16.
 - (3) Shares withheld by company to pay tax liability on vesting of performance stock units previously awarded.
 - (4) Of the 303,820 options granted on this 8/27/16 stock option, 101,274 options become exercisable on 8/27/17, an additional 101,273 options become exercisable on 8/27/18, and the remaining 101,273 options become exercisable on 8/27/19.
- Each performance stock unit represents a contingent right to one share of the Issuer's common stock. Performance stock units are subject
- (5) to future adjustment; performance period started 7/2/16. The 46,900 performance stock units will vest on 6/28/19. Vested shares are subject to future adjustment and will be delivered to the reporting person within two and one-half months of vesting.

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.