

HARRIS CORP /DE/
Form 4
November 08, 2006

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 *
HENRY ROBERT K

(Last) (First) (Middle)

**GOVT. COMMS. SYSTEMS
DIVISION, 2400 PALM BAY
ROAD, N.E.**

(Street)

PALM BAY, FL 32905

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/06/2006

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)
Exec VP & President - GCSD

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, Par Value \$1.00	11/06/2006		M		50,000 (1) A \$ 14.98 199,535.44	D	
Common Stock, Par Value \$1.00	11/06/2006		F		18,539 (1) D \$ 40.4 180,996.44	D	
Common Stock, Par Value	11/06/2006		F		11,467 (1) D \$ 40.4 169,529.44	D	

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\$1.00							
Common Stock, Par Value	11/06/2006	M	<u>50,000</u> (1)	A	\$ 16.825	219,529.44	D
\$1.00							
Common Stock, Par Value	11/06/2006	F	<u>20,823</u> (1)	D	\$ 40.4	198,706.44	D
\$1.00							
Common Stock, Par Value	11/06/2006	F	<u>10,635</u> (1)	D	\$ 40.4	188,071.44	D
\$1.00							
Common Stock, Par Value	11/06/2006	M	<u>22,040</u> (1)	A	\$ 17.0429	210,111.44	D
\$1.00							
Common Stock, Par Value	11/06/2006	F	<u>9,297</u> (1)	D	\$ 40.4	200,814.44	D
\$1.00							
Common Stock, Par Value	11/06/2006	F	<u>4,645</u> (1)	D	\$ 40.4	<u>196,169.44</u> (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.

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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 Amount Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date
	\$ 14.98	11/06/2006		M	50,000	02/28/2006	02/28/2013

Non-Qualified Stock Option (Right to Buy)								Common Stock, Par Value \$1.00	
Non-Qualified Stock Option (Right to Buy)	\$ 16.825	11/06/2006	M	50,000	08/23/2005	08/23/2012		Common Stock, Par Value \$1.00	50
Non-Qualified Stock Option (Right to Buy)	\$ 17.0429	11/06/2006	M	22,040	06/25/2002	06/25/2009		Common Stock, Par Value \$1.00	22

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENRY ROBERT K GOVT. COMMS. SYSTEMS DIVISION 2400 PALM BAY ROAD, N.E. PALM BAY, FL 32905			Exec VP & President - GCSD	

Signatures

By: /s/ Carol H. Tumser, Attorney-in-Fact, For: Robert K.
Henry

11/08/2006

__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.
- Aggregate of 196,169.44 shares listed in Column 5 of Table 1 includes: (a) 50,000 restricted shares previously reported and subject to
- (2) vesting; (b) 39,700 performance shares previously reported and subject to adjustment; and (c) 3.54 shares acquired through dividend reinvestment in the Harris Corporation 401(k) Retirement Plan on 9/1/2006.

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.