HARRIS CORP/DE/

Form 4

October 03, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * RICKARD DAVID B

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Middle)

3. Date of Earliest Transaction

HARRIS CORP /DE/ [HRS]

_X__ Director

10% Owner

600 EDGEWATER DRIVE, #504

(First)

(Street)

10/01/2014

(Month/Day/Year)

below) 6. Individual or Joint/Group Filing(Check

Other (specify Officer (give title

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

DUNEDIN, FL 34698

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acqı	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Secur. on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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	10/01/2014		M(1)		A	\$ 27.3	4,228	D	
Common Stock, Par Value \$1.00	10/01/2014		S <u>(1)</u>	4,228	D	\$ 66.34	0	D	

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

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SEC 1474 (9-02)

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displays a currently valid OMB control number.

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 actionDerivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (Right to Buy)	\$ 27.3	10/01/2014		M <u>(1)</u>		4,228	10/22/2007	10/22/2014	Common Stock, Par Value \$1.00
Phantom Stock Units	(2)	10/01/2014		A	463.1		<u>(3)</u>	<u>(3)</u>	Common Stock, Par Value \$1.00
Phantom Stock Units	(2)	10/01/2014		A	470.63		<u>(4)</u>	<u>(4)</u>	Common Stock, Par Value \$1.00

Reporting Owners

Reporting Owner Name / Address	Relationships						
Transfer and an area area.	Director	10% Owner	Officer	Other			
RICKARD DAVID B 600 EDGEWATER DRIVE #504 DUNEDIN, FL 34698	X						

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: David B.
Rickard

**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) The exercise of an option and sale of the underlying 4,228 shares as reported on this Form 4 were executed pursuant to a sale plan adopted by the reporting person on February 6, 2014, pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.

Reporting Owners 2

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- (2) Each phantom stock unit is the economic equivalent of one share of the Issuer's common stock.
- The phantom stock units were accrued under the Harris Corporation 2005 Directors' Deferred Compensation Plan. The phantom stock (3) units are to be settled in cash upon the reporting person's retirement or other events. The reporting person may also transfer the phantom stock units into alternative investment accounts in certain other instances if applicable ownership guidelines are satisfied.
- The phantom stock units were awarded on October 1, 2014 pursuant to an automatic quarterly grant under the Harris Corporation 2005

 Directors' Deferred Compensation Plan. The phantom stock units are to be settled in cash upon the reporting person's retirement or other events. The reporting person may also transfer the phantom stock units into alternative investment accounts in certain other instances if applicable ownership guidelines are satisfied.
- The aggregate of 64,832.70 phantom stock units includes: (a) 422.04 phantom stock units acquired through dividend reinvestment in the (5) Harris Corporation Directors' Deferred Compensation Plan ("Plan") on 9/5/14; and (b) a reduction of a .45 phantom stock unit due to rounding of previous reports by the Plan's recordkeeper.

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.