GHAI RAHUL Form 4 August 29, 2017

FORM 4

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

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

SECURITIES

See Instruction 1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * **GHAI RAHUL**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

HARRIS CORP /DE/ [HRS]

(Check all applicable)

(Last)

Security

(Instr. 3)

(First) (Middle) 3. Date of Earliest Transaction

Director X_ Officer (give title

10% Owner Other (specify

HARRIS CORPORATION, 1025 W.

(Street)

08/25/2017

below)

Sr. VP & Chief Financial Off.

NASA BOULEVARD

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

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

Person

MELBOURNE, FL 32919

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Execution Date, if TransactionAcquired (A) or

5. Amount of Securities

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Ownership

(Instr. 4)

(Month/Day/Year)

Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Beneficially Owned

(I) Following (Instr. 4) Reported

(A)

Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 4. Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Code Securities Security or Exercise (Month/Day/Year) any

7. Title and Ar

Underlying Se

(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Performance Stock Units	\$ 0 (1)	08/25/2017		A	5,839	<u>(1)</u>	<u>(1)</u>	Common Stock, Par Value \$1.00
Restricted Stock Units	\$ 0 (2)	08/25/2017		A	2,920	<u>(2)</u>	(2)	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (Right to Buy)	\$ 119.66	08/25/2017		A	18,776	08/25/2020(3)	08/25/2027	Common Stock, Par Value \$1.00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GHAI RAHUL HARRIS CORPORATION 1025 W. NASA BOULEVARD MELBOURNE, FL 32919

Sr. VP & Chief Financial Off.

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Rahul Ghai

08/29/2017

**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).
- 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 7/1/17. The 5,839 performance stock units will vest on 7/3/20. Vested shares are subject to future adjustment and will be delivered to the reporting person within two and one-half months of vesting.
- (2) Each restricted stock unit represents a contingent right to one share of the Issuer's common stock. Restricted stock units are subject to future vesting. The 2,920 restricted stock units vest on 8/25/20.
- (3) Of the 18,776 options granted on this 8/25/17 stock option, 6,259 options become exercisable on 8/25/18, an additional 6,259 options become exercisable on 8/25/19, and the remaining 6,258 options become exercisable on 8/25/20.

Reporting Owners 2

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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.