

MCARTHUR GARY L
Form 4
October 25, 2004

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 *
MCARTHUR GARY L

(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)
10/22/2004

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 below) ___ Other (specify below)
VP - Corp. Development

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 (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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, Par Value \$1.00	10/22/2004		M		500 ⁽¹⁾	A	\$ 21.27
					15,412.64	D	
Common Stock, Par Value \$1.00	10/22/2004		F		180 ⁽¹⁾	D	\$ 58.9
					15,232.64	D	
Common Stock, Par Value	10/22/2004		F		112 ⁽¹⁾	D	\$ 58.9
					15,120.64	D	

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\$1.00							
Common Stock, Par Value	10/22/2004	M	806 ⁽¹⁾	A	\$ 25.3125	15,926.64	D
\$1.00							
Common Stock, Par Value	10/22/2004	F	346 ⁽¹⁾	D	\$ 58.9	15,580.64	D
\$1.00							
Common Stock, Par Value	10/22/2004	F	161 ⁽¹⁾	D	\$ 58.9	15,419.64	D
\$1.00							
Common Stock, Par Value	10/22/2004	M	995 ⁽¹⁾	A	\$ 29.8	16,414.64	D
\$1.00							
Common Stock, Par Value	10/22/2004	F	503 ⁽¹⁾	D	\$ 58.9	15,911.64	D
\$1.00							
Common Stock, Par Value	10/22/2004	F	172 ⁽¹⁾	D	\$ 58.9	15,739.64 ⁽²⁾	D
\$1.00							

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

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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	Title	Amount or Number of

								Common Stock, Par Value \$1.00	Share
Non-Qualified Stock Option (right to buy)	\$ 21.27	10/22/2004	M	500	04/04/2004	04/04/2011			50
Non-Qualified Stock Option (right to buy)	\$ 57.7	10/22/2004	A	180	04/22/2005	04/04/2011			18
Non-Qualified Stock Option (right to buy)	\$ 25.3125	10/22/2004	M	806	10/06/2003	10/06/2010			80
Non-Qualified Stock Option (right to buy)	\$ 57.7	10/22/2004	A	346	04/22/2005	10/06/2010			34
Non-Qualified Stock Option (right to buy)	\$ 29.8	10/22/2004	M	995	08/24/2004	08/24/2011			99
Non-Qualified Stock Option (right to buy)	\$ 57.7	10/22/2004	A	503	04/22/2005	08/24/2011			50

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCARTHUR GARY L CORPORATE HEADQUARTERS 1025 W. NASA BOULEVARD MELBOURNE, FL 32919			VP - Corp. Development	

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Gary L. McArthur 10/25/2004

__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.

(2)

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Aggregate of 15,739.64 shares listed in Column 5 of Table I includes: (1) 8,000 performance shares previously awarded and subject to adjustment; and (2) 5,000 restricted shares previously awarded and subject to vesting.

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.