

ROUB BRYAN R
Form 4
November 12, 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 *
ROUB BRYAN R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
CORPORATE
HEADQUARTERS, 1025 W. NASA
BOULEVARD

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2004

____ Director
 Officer (give title below) _____ Other (specify below)
Sr. VP and CFO

(Street)
MELBOURNE, FL 32919

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | (A) or (D) | Price |
| Common Stock, Par Value \$1.00 | 11/09/2004 | | M | | 12,500 <u>(1)</u> | A | \$ 32.55 |
| Common Stock, Par Value \$1.00 | 11/09/2004 | | F | | 6,433 <u>(1)</u> | D | \$ 63.24 |
| Common Stock, Par Value | 11/09/2004 | | F | | 2,272 <u>(1)</u> | D | \$ 63.24 |
| | | | | | | | 99,568.41 |

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| | | | | | | | |
|-------------------------------|------------|---|--------------------------|---|-------------|------------|---|
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 11/09/2004 | M | 150 ⁽¹⁾ | A | \$ 43.91 | 99,718.41 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 11/09/2004 | F | 104 ⁽¹⁾ | D | \$ 63.24 | 99,614.41 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 11/09/2004 | F | 17 ⁽¹⁾ | D | \$ 63.24 | 99,597.41 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 11/09/2004 | M | 25,300 ⁽¹⁾ | A | \$ 33.65 | 124,897.41 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 11/09/2004 | F | 13,462 ⁽¹⁾ | D | \$ 63.24 | 111,435.41 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 11/09/2004 | F | 4,433 ⁽¹⁾ | D | \$ 63.24 | 107,002.41 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 11/09/2004 | M | 17,441 ⁽¹⁾ | A | \$ 43.91 | 124,443.41 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 11/09/2004 | F | 12,109 ⁽¹⁾ | D | \$ 63.24 | 112,334.41 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 11/09/2004 | F | 1,997 ⁽¹⁾ | D | \$ 63.24 | 110,337.41 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 11/09/2004 | M | 8,750 ⁽¹⁾ | A | \$ 29.8 | 119,087.41 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 11/09/2004 | F | 4,123 ⁽¹⁾ | D | \$ 63.24 | 114,964.41 | D |
| \$1.00 | | | | | | | |

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| | | | | | | | |
|---|------------|---|----------------------|---|-------------|------------|---|
| Common Stock, Par Value \$1.00 | 11/09/2004 | F | <u>1,732</u> (1) | D | \$ 63.24 | 113,232.41 | D |
| Common Stock, Par Value \$1.00 | 11/09/2004 | M | <u>22,728</u> (1) | A | \$ 43.91 | 135,960.41 | D |
| Common Stock, Par Value \$1.00 | 11/09/2004 | F | <u>15,780</u> (1) | D | \$ 63.24 | 120,180.41 | D |
| Common Stock, Par Value \$1.00 | 11/09/2004 | F | <u>2,602</u> (1) | D | \$ 63.24 | 117,578.41 | D |
| Common Stock, Par Value \$1.00 | 11/09/2004 | M | <u>15,189</u> (1) | A | \$ 43.91 | 132,767.41 | D |
| Common Stock, Par Value \$1.00 | 11/09/2004 | F | <u>10,546</u> (1) | D | \$ 63.24 | 122,221.41 | D |
| Common Stock, Par Value \$1.00 | 11/09/2004 | F | <u>1,738</u> (1) | D | \$ 63.24 | 120,483.41 | D |
| Common Stock, Par Value \$1.00 | 11/09/2004 | M | <u>21,080</u> (1) | A | \$ 37.22 | 141,563.41 | D |
| Common Stock, Par Value \$1.00 | 11/09/2004 | F | <u>12,406</u> (1) | D | \$ 63.24 | 129,157.41 | D |
| Common Stock, Par Value \$1.00 | 11/09/2004 | F | <u>3,248</u> (1) | D | \$ 63.24 | 125,909.41 | D |

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

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(9-02)

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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 Underlying (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|--------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 32.55 | 11/09/2004 | | M | | 12,500 | | <u>(2)</u> | 08/22/2013 | Common Stock, Par Value \$1.00 |
| Non-Qualified Stock Option (right to buy) | \$ 62.79 | 11/09/2004 | | A | | 6,433 | | 05/09/2005 | 08/22/2013 | Common Stock, Par Value \$1.00 |
| Non-Qualified Stock Option (right to buy) | \$ 43.91 | 11/09/2004 | | M | | 150 | | 11/06/2004 | 08/23/2012 | Common Stock, Par Value \$1.00 |
| Non-Qualified Stock Option (right to buy) | \$ 62.79 | 11/09/2004 | | A | | 104 | | 05/09/2005 | 08/23/2012 | Common Stock, Par Value \$1.00 |
| Non-Qualified Stock Option (right to buy) | \$ 33.65 | 11/09/2004 | | M | | 25,300 | | <u>(3)</u> | 08/23/2012 | Common Stock, Par Value \$1.00 |
| Non-Qualified Stock Option (right to buy) | \$ 62.79 | 11/09/2004 | | A | | 13,462 | | 05/09/2005 | 08/23/2012 | Common Stock, Par Value \$1.00 |
| Non-Qualified Stock Option (right to buy) | \$ 43.91 | 11/09/2004 | | M | | 17,441 | | 11/06/2004 | 08/24/2011 | Common Stock, Par Value \$1.00 |
| Non-Qualified Stock Option (right to buy) | \$ 62.79 | 11/09/2004 | | A | | 12,109 | | 05/09/2005 | 08/24/2011 | Common Stock, Par Value \$1.00 |
| Non-Qualified Stock Option (right to buy) | \$ 29.8 | 11/09/2004 | | M | | 8,750 | | 08/24/2004 | 08/24/2011 | Common Stock, Par Value \$1.00 |

| Option Type | Exercise Price | Grant Date | Expiration Date | Relationship | Shares | Start Date | End Date | Par Value |
|---|----------------|------------|-----------------|--------------|--------|------------|------------|-----------|
| Non-Qualified Stock Option (right to buy) | \$ 62.79 | 11/09/2004 | | A | 4,123 | 05/09/2005 | 08/24/2011 | \$1.00 |
| Non-Qualified Stock Option (right to buy) | \$ 43.91 | 11/09/2004 | | M | 22,728 | 11/06/2004 | 08/25/2010 | \$1.00 |
| Non-Qualified Stock Option (right to buy) | \$ 62.79 | 11/09/2004 | | A | 15,780 | 05/09/2005 | 08/25/2010 | \$1.00 |
| Non-Qualified Stock Option (right to buy) | \$ 43.91 | 11/09/2004 | | M | 15,189 | 11/06/2004 | 08/27/2009 | \$1.00 |
| Non-Qualified Stock Option (right to buy) | \$ 62.79 | 11/09/2004 | | A | 10,546 | 05/09/2005 | 08/27/2009 | \$1.00 |
| Non-Qualified Stock Option (right to buy) | \$ 37.22 | 11/09/2004 | | M | 21,080 | 04/30/2003 | 08/28/2008 | \$1.00 |
| Non-Qualified Stock Option (right to buy) | \$ 62.79 | 11/09/2004 | | A | 12,406 | 05/09/2005 | 08/28/2008 | \$1.00 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROUB BRYAN R CORPORATE HEADQUARTERS 1025 W. NASA BOULEVARD MELBOURNE, FL 32919 | | | Sr. VP and CFO | |

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Bryan R. Roub 11/11/2004

**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) Of the 25,000 shares granted on this 8/22/03 stock option, 12,500 shares are exercisable on 8/22/04, 6,250 shares are exercisable on 8/22/05, and 6,250 shares are exercisable on 8/22/06.

(3) Of the 34,000 shares granted on this 8/23/02 stock option, 17,000 shares are exercisable on 8/23/03, 8,500 shares are exercisable on 8/23/04, and 8,500 shares are exercisable on 8/23/05.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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