

MASSARI CHESTER A
Form 4
December 01, 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 *
MASSARI CHESTER A

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)

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2004

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President - RFCD

RF COMMUNICATIONS
DIVISION, 1680 UNIVERSITY
AVENUE

(Street)

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

ROCHESTER, NY 14610

(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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock, Par Value \$1.00	11/29/2004		M		3,250 (1) \$ 33.65	A	40,731.44 D
Common Stock, Par Value \$1.00	11/29/2004		F		1,623 (1) \$ 67.38	D	39,108.44 D
Common Stock, Par Value	11/29/2004		F		889 (1) \$ 67.38	D	38,219.44 D

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\$1.00							
Common Stock, Par Value	11/29/2004	M	<u>3,327</u> (1)	A	\$ 32.55	41,546.44	D
\$1.00							
Common Stock, Par Value	11/29/2004	F	<u>1,607</u> (1)	D	\$ 67.38	39,939.44	D
\$1.00							
Common Stock, Par Value	11/29/2004	F	<u>940</u> (1)	D	\$ 67.38	38,999.44	D
\$1.00							
Common Stock, Par Value	11/29/2004	M	<u>4,444</u> (1)	A	\$ 37.43	43,443.44	D
\$1.00							
Common Stock, Par Value	11/29/2004	F	<u>2,468</u> (1)	D	\$ 67.38	40,975.44	D
\$1.00							
Common Stock, Par Value	11/29/2004	F	<u>1,080</u> (1)	D	\$ 67.38	39,895.44	D
\$1.00							
Common Stock, Par Value	11/29/2004	M	<u>3,247</u> (1)	A	\$ 37.43	43,142.44	D
\$1.00							
Common Stock, Par Value	11/29/2004	F	<u>1,803</u> (1)	D	\$ 67.38	41,339.44	D
\$1.00							
Common Stock, Par Value	11/29/2004	F	<u>789</u> (1)	D	\$ 67.38	40,550.44	D
\$1.00							
Common Stock, Par Value	11/29/2004	M	<u>6,488</u> (1)	A	\$ 45.64	47,038.44	D
\$1.00							
Common Stock, Par Value	11/29/2004	F	<u>4,394</u> (1)	D	\$ 67.38	42,644.44	D
\$1.00							

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Common Stock, Par Value \$1.00	11/29/2004	F	<u>1,144</u> ⁽¹⁾	D	\$ 67.38	41,500.44	D
Common Stock, Par Value \$1.00	11/29/2004	M	<u>5,974</u> ⁽¹⁾	A	\$ 45.64	47,474.44	D
Common Stock, Par Value \$1.00	11/29/2004	F	<u>4,046</u> ⁽¹⁾	D	\$ 67.38	43,428.44	D
Common Stock, Par Value \$1.00	11/29/2004	F	<u>1,053</u> ⁽¹⁾	D	\$ 67.38	42,375.44	D
Common Stock, Par Value \$1.00	11/29/2004	M	<u>1,429</u> ⁽¹⁾	A	\$ 37.43	43,804.44	D
Common Stock, Par Value \$1.00	11/29/2004	F	793 ⁽¹⁾	D	\$ 67.38	43,011.44	D
Common Stock, Par Value \$1.00	11/29/2004	F	347 ⁽¹⁾	D	\$ 67.38	42,664.44 ⁽²⁾	D

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

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Non-Qualified Stock Option (right to buy)	\$ 33.65	11/29/2004	M	3,250	(3)	08/23/2012	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 67.15	11/29/2004	A	1,623	05/29/2005	08/23/2012	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 32.55	11/29/2004	M	3,327	(4)	08/22/2013	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 67.15	11/29/2004	A	1,607	05/29/2005	08/22/2013	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 37.43	11/29/2004	M	4,444	04/30/2004	08/27/2009	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 67.15	11/29/2004	A	2,468	05/29/2005	08/27/2009	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 37.43	11/29/2004	M	3,247	04/30/2004	08/23/2006	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 67.15	11/29/2004	A	1,803	05/29/2005	08/23/2006	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 45.64	11/29/2004	M	6,488	11/26/2004	08/25/2010	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 67.15	11/29/2004	A	4,394	05/29/2005	08/25/2010	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 45.64	11/29/2004	M	5,974	11/26/2004	08/24/2011	Common Stock, Par Value \$1.00

Option Type	Exercise Price	Grant Date	Exercise Type	Quantity	Expiration Date	Termination Date	Par Value
Non-Qualified Stock Option (right to buy)	\$ 67.15	11/29/2004	A	4,046	05/29/2005	08/24/2011	Common Stock, \$1.00
Non-Qualified Stock Option (right to buy)	\$ 37.43	11/29/2004	M	1,429	04/30/2004	08/25/2005	Common Stock, \$1.00
Non-Qualified Stock Option (right to buy)	\$ 67.15	11/29/2004	A	793	05/29/2005	08/25/2005	Common Stock, \$1.00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASSARI CHESTER A RF COMMUNICATIONS DIVISION 1680 UNIVERSITY AVENUE ROCHESTER, NY 14610			President - RFCD	

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Chester A. Massari 12/01/2004

__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) Aggregate of 42,664.44 shares listed in Column 5 of Table I includes 14,000 performance shares previously reported and subject to adjustment and 1.60 shares acquired through the Harris Corporation 401(k) Retirement Plan on 9/3/04.
- (3) Of the 13,000 shares granted on this 8/23/02 stock option, 6,500 shares are exercisable on 8/23/03, 3,250 shares are exercisable on 8/23/04, and 3,250 shares are exercisable on 8/23/05.
- (4) Of the 15,000 shares granted on this 8/22/03 stock option, 7,500 shares are exercisable on 8/22/04, 3,750 shares are exercisable on 8/22/05, and 3,750 shares are exercisable on 8/22/06.

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.