HARRIS CORP /DE/ Form 4 July 03, 2008

FORM 4

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

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 * TOOKES HANSEL E II

> (First) (Middle)

(Last)

471 SAVOIE DRIVE

(Street)

PALM BEACH GARDENS, FL 33410

2. Issuer Name and Ticker or Trading Symbol

HARRIS CORP /DE/ [HRS]

3. Date of Earliest Transaction

(Month/Day/Year) 07/01/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

X_ Director 10% Owner Officer (give title Other (specify below)

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

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

Person

(A)

or

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. Code (Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

Deri

Seci

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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)						(Inst	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(1)	07/01/2008		A		493.22		<u>(2)</u>	(2)	Common Stock, Par Value \$1.00	493.22	\$ 4

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

TOOKES HANSEL E II

471 SAVOIE DRIVE X

PALM BEACH GARDENS, FL 33410

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Hansel E.

Tookes II 07/03/2008

**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) Each phantom stock unit is the economic equivalent of one share of the Issuer's common stock.
- The phantom stock units were awarded on July 1, 2008 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 6,640.16 phantom stock units includes 14.50 phantom stock units acquired through dividend reinvestment in the Harris Corporation 2005 Directors' Deferred Compensation Plan on 5/28/08.

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.

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