

PEARSON DANIEL R
Form 4
August 26, 2008

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 *
PEARSON DANIEL R

(Last) (First) (Middle)

GOVT. COMMS. SYSTEMS
DIVISION, 2400 PALM BAY
ROAD, N.E.

(Street)

PALM BAY, FL 32905

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2008

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)
Group Pres. - Govt. Comm. Sys.

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	08/22/2008		A		8,000 ⁽¹⁾ \$ 0 56,472.97	D	
Common Stock, Par Value \$1.00	08/22/2008		A		9,000 ⁽²⁾ \$ 0 65,472.97	D	
Common Stock, Par Value	08/22/2008		A		930 ⁽³⁾ \$ 0 66,402.97	D	

\$1.00

Common
 Stock, Par Value \$1.00
 08/22/2008 F 1,469 (4) D \$ 51.75 64,933.97 (5) D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (9-02)

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 of Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (Right to Buy)	\$ 51.75	08/22/2008		A	32,100	(6) 08/22/2015	Common Stock, Par Value \$1.00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEARSON DANIEL R GOVT. COMMS. SYSTEMS DIVISION 2400 PALM BAY ROAD, N.E. PALM BAY, FL 32905			Group Pres. - Govt. Comm. Sys.	

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Daniel R. Pearson
 08/26/2008

**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) Grant of performance shares pursuant to the Harris Corporation 2005 Equity Incentive Plan. Performance shares are subject to future adjustment; performance period starts 6/28/08.
- (2) Grant of restricted shares pursuant to the Harris Corporation 2005 Equity Incentive Plan. Restricted shares are subject to future vesting; vesting period starts 8/22/08.
- (3) Increase in performance shares granted 8/26/05 based upon performance share payout formula.
- (4) Shares withheld by company to pay tax liability on vesting of performance shares previously awarded.
Aggregate of 64,933.97 shares listed in Column 5 of Table I includes: (a) 8,200 performance shares previously reported and subject to adjustment; (b) 3,000 restricted shares previously reported and subject to vesting; (c) a .17 share acquired through the Harris Corporation Dividend Reinvestment Plan on 6/13/08; (d) 4.50 shares acquired through the Harris Corporation 401(k) Retirement Plan on 5/28/08; and (d) a reduction of 3.09 shares due to rounding of previous reports of the Plan's record keeper.
- (5) Of the 32,100 shares granted on this 8/22/08 stock option, 16,050 shares are exercisable on 8/22/09, 8,025 shares are exercisable on 8/22/10, and 8,025 shares are exercisable on 8/22/11.

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.