

HENRY ROBERT K
Form 4
May 06, 2010

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 *
HENRY ROBERT K

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Exec. VP and COO

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/04/2010

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

MELBOURNE, FL 32919

(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	05/04/2010		M		12,578 (1)	A	\$ 35.19
Common Stock, Par Value \$1.00	05/04/2010		F		8,507 (1)	D	\$ 52.03
Common Stock, Par Value	05/04/2010		F		1,484 (1)	D	\$ 52.03
							57,283.58

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\$1.00

Common Stock, Par Value	05/04/2010	M	43,629 (1)	A	\$ 41.46	100,912.58	D
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\$1.00

Common Stock, Par Value	05/04/2010	F	34,765 (1)	D	\$ 52.03	66,147.58	D
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\$1.00

Common Stock, Par Value	05/04/2010	F	3,232 (1)	D	\$ 52.03	62,915.58 (2)	D
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\$1.00

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

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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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (Right to Buy)	\$ 35.19	05/04/2010		M	12,578	08/26/2008	08/26/2012	Common Stock, Par Value \$1.00	12
Non-Qualified Stock Option (Right to Buy)	\$ 41.46	05/04/2010		M	43,629	08/25/2009	08/25/2013	Common Stock, Par Value \$1.00	43

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

HENRY ROBERT K
CORPORATE HEADQUARTERS
1025 W. NASA BOULEVARD
MELBOURNE, FL 32919

Exec. VP and COO

Signatures

/s/ Robert K.
Henry

05/06/2010

__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.

Aggregate of 62,915.58 shares listed in Column 5 of Table I includes: (a) 9,800 performance shares previously reported and subject to

(2) adjustment and (b) 25.67 shares acquired through dividend reinvestment in the Harris Corporation 401(k) Retirement Plan from 9/4/09 to 3/4/10.

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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