

LANCE HOWARD L
Form 4
February 08, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
LANCE HOWARD L

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)
02/07/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President, and CEO

CORPORATE HEADQUARTERS, 1025 W. NASA BOULEVARD

(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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, Par Value \$1.00 | 02/07/2006 | | S | 1,300 | D \$ 47.35 | 357,320.61 | D |
| Common Stock, Par Value \$1.00 | 02/07/2006 | | S | 100 | D \$ 47.34 | 357,220.61 | D |
| Common Stock, Par Value | 02/07/2006 | | S | 7,000 | D \$ 47.33 | 350,220.61 | D |

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| | | | | | | | |
|-------------------------------|------------|---|-------|---|-------------|------------|---|
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/07/2006 | S | 1,900 | D | \$ 47.32 | 348,320.61 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/07/2006 | S | 800 | D | \$ 47.3 | 347,520.61 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/07/2006 | S | 1,200 | D | \$ 47.27 | 346,320.61 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/07/2006 | S | 100 | D | \$ 47.25 | 346,220.61 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/07/2006 | S | 800 | D | \$ 47.24 | 345,420.61 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/07/2006 | S | 1,800 | D | \$ 47.23 | 343,620.61 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/07/2006 | S | 2,600 | D | \$ 47.22 | 341,020.61 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/07/2006 | S | 600 | D | \$ 47.21 | 340,420.61 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/07/2006 | S | 500 | D | \$ 47.2 | 339,920.61 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/07/2006 | S | 1,100 | D | \$ 47.19 | 338,820.61 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 02/07/2006 | S | 300 | D | \$ 47.18 | 338,520.61 | D |
| \$1.00 | | | | | | | |

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| | | | | | | | |
|---|------------|---|-------|---|-------------|--------------------------|---|
| Common Stock, Par Value \$1.00 | 02/07/2006 | S | 1,200 | D | \$ 47.17 | 337,320.61 | D |
| Common Stock, Par Value \$1.00 | 02/07/2006 | S | 300 | D | \$ 47.16 | 337,020.61 | D |
| Common Stock, Par Value \$1.00 | 02/07/2006 | S | 500 | D | \$ 47.15 | 336,520.61 | D |
| Common Stock, Par Value \$1.00 | 02/07/2006 | S | 100 | D | \$ 47.14 | 336,420.61 | D |
| Common Stock, Par Value \$1.00 | 02/07/2006 | S | 1,700 | D | \$ 47.13 | 334,720.61 | D |
| Common Stock, Par Value \$1.00 | 02/07/2006 | S | 200 | D | \$ 47.11 | 334,520.61 | D |
| Common Stock, Par Value \$1.00 | 02/07/2006 | S | 100 | D | \$ 47.1 | 334,420.61 | D |
| Common Stock, Par Value \$1.00 | 02/07/2006 | S | 800 | D | \$ 47.08 | 333,620.61 <u>(1)</u> | 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.

SEC 1474
(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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo |
|---|--|---|---|--------------------------------------|---|--|---|---|--|
|---|--|---|---|--------------------------------------|---|--|---|---|--|

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

Repor
 Trans
 (Instr

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LANCE HOWARD L CORPORATE HEADQUARTERS 1025 W. NASA BOULEVARD MELBOURNE, FL 32919 | X | | Chairman, President, and CEO | |

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Howard L. Lance

02/08/2006

__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) Aggregate of 333,620.61 shares listed in Column 5 of Table I includes: (a) 112,000 performance shares previously reported and subject to adjustment and (b) 43.12 shares acquired through the Harris Corporation 401(k) Retirement Plan from 1/18/06 through 2/1/06.

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.