

AUTHENTEC INC
Form 4
July 03, 2007

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 *
HARRIS CORP /DE/

(Last) (First) (Middle)
1025 WEST NASA BOULEVARD
(Street)

MELBOURNE, FL 32919-0001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AUTHENTEC INC [AUTH]

3. Date of Earliest Transaction
(Month/Day/Year)
07/02/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ 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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 07/02/2007 | | C | V | 3,230,139 A <u>(1)</u> 3,230,139 <u>(1)</u> | D | |
| Common Stock | 07/02/2007 | | C | | 257,406 A <u>\$ 6 (2)</u> 3,487,545 | D | |
| Common Stock | 07/02/2007 | | J ⁽³⁾ | | 1,907 A \$ 11 3,489,452 | D | |
| Common Stock | 07/02/2007 | | S | | 305,366 D \$ 11 3,184,086 | 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

SEC 1474 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--------------|--|-----------------|---|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | |
| Series A Convertible Preferred Stock | (1) | 07/02/2007 | | C | | 1,223,750 | (1) | (1) | Common Stock |
| Series B Convertible Preferred Stock | (1) | 07/02/2007 | | C | | 797,300 | (1) | (1) | Common Stock |
| Series C Convertible Preferred Stock | (1) | 07/02/2007 | | C | | 833,080 | (1) | (1) | Common Stock |
| Series D Convertible Preferred Stock | (1) | 07/02/2007 | | C | | 375,979 | (1) | (1) | Common Stock |
| 4% Senior Secured Convertible Promissory Note due 2010 | \$ 6 (2) | 07/02/2007 | | C | | 1,544,441.51 | (2) | 12/31/2010 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HARRIS CORP /DE/ 1025 WEST NASA BOULEVARD MELBOURNE, FL 32919-0001 | | X | | |

Signatures

Harris Corporation Name: Scott T. Mikuen Title: Vice President, Associate General Counsel
and Corporate Secretary

07/03/2007

__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) Convertible Preferred Stock automatically converted into Common Stock upon the closing of the issuer's initial public offering, on July 2, 2007, on a 1-for-1 basis and had no expiration date.
- (2) The Convertible Promissory Note automatically converted into shares of Common Stock upon the closing of the issuer's initial public offering on July 2, 2007.
- (3) Represents the conversion of \$20,987.48 of accrued interest associated with the Convertible Promissory Note at the conversion price equal to the purchase price of shares of Common Stock in the issuer's initial public offering.

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.