PEARSON DANIEL R
Form 4
November 09, 2012

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PEARSON DANIEL R

(Last) (First) (Middle)

CORPORATE HEADQUARTERS, 1025 W. NASA BOULEVARD

(Street)

MELBOURNE, FL 32919

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/07/2012

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)

Exec. VP and COO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value $1.00	11/07/2012		M		33,666 (1)	A	$ 35.04	103,216.7	D	
Common Stock, Par Value $1.00	11/07/2012		F		23,952 (1)	D	$ 49.25	79,264.7	D	
Common Stock, Par Value	11/07/2012		F		3,542 (1)	D	$ 49.25	75,722.7	D	

$1.00								
Common Stock, Par Value $1.00	11/07/2012		M	18,534 (1)	A	$ 37.69	94,256.7	D
Common Stock, Par Value $1.00	11/07/2012		F	14,183 (1)	D	$ 49.25	80,073.7	D
Common Stock, Par Value $1.00	11/07/2012		F	1,587 (1)	D	$ 49.25	78,486.7	D
Common Stock, Par Value $1.00	11/07/2012		M	17,440 (1)	A	$ 41.46	95,926.7	D
Common Stock, Par Value $1.00	11/07/2012		F	14,681 (1)	D	$ 49.25	81,245.7	D
Common Stock, Par Value $1.00	11/07/2012		F	1,006 (1)	D	$ 49.25	80,239.7	D
Common Stock, Par Value $1.00	11/07/2012		M	6,277 (1)	A	$ 42.87	86,516.7	D
Common Stock, Par Value $1.00	11/07/2012		F	5,463 (1)	D	$ 49.25	81,053.7	D
Common Stock, Par Value $1.00	11/07/2012		F	298 (1)	D	$ 49.25	80,755.7 (2)	D

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

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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. Transactior 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 Amou Underlying Secur (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Non-Qualified Stock Option (Right to Buy)	$ 35.04	11/07/2012		M			33,666 (1)	08/28/2012	08/28/2019	Common Stock, Par Value $1.00	33
Non-Qualified Stock Option (Right to Buy)	$ 37.69	11/07/2012		M			18,534 (1)	(3)	08/26/2021	Common Stock, Par Value $1.00	18
Non-Qualified Stock Option (Right to Buy)	$ 41.46	11/07/2012		M			17,440 (1)	08/25/2009	08/25/2013	Common Stock, Par Value $1.00	17
Non-Qualified Stock Option (Right to Buy)	$ 42.87	11/07/2012		M			6,277 (1)	(4)	08/27/2020	Common Stock, Par Value $1.00	6,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEARSON DANIEL R CORPORATE HEADQUARTERS 1025 W. NASA BOULEVARD MELBOURNE, FL 32919			Exec. VP and COO	

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Daniel R. Pearson	11/09/2012
**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.

(2) Aggregate of 80,755.70 shares listed in Column 5 of Table I includes: (a) 11,200 performance shares previously reported and subject to adjustment and (b) a .52 share acquired through the Harris Corporation Dividend Reinvestment Plan on 9/19/12.

(3) Of the 55,600 shares granted on this 8/26/11 stock option, 18,534 shares are exercisable on 8/26/12, an additional 18,533 shares are exercisable on 8/26/13, and an additional 18,533 shares are exercisable on 8/26/14.

(4) Of the 40,000 shares granted on this 8/27/10 stock option, 13,334 shares are exercisable on 8/27/11, an additional 13,333 shares are exercisable on 8/27/12, and an additional 13,333 shares are exercisable on 8/27/13.

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.
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