

HARRIS CORP /DE/
Form 4
August 26, 2014

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 *
MEHNERT DANA A

(Last) (First) (Middle)

RF COMMUNICATIONS
DIVISION, 1680 UNIVERSITY
AVENUE

(Street)

ROCHESTER, NY 14610

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2014

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., RF Communications

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, Par Value \$1.00	08/22/2014		M	(1)	12,400	A	\$ 0 49,838.86 D
Common Stock, Par Value \$1.00	08/22/2014		D	(2)	2,393	D	\$ 0 47,445.86 D
Common Stock, Par Value	08/22/2014		F	(3)	5,161	D	\$ 42,284.86 D
							71.02

\$1.00

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. 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 a Underly (Instr. 3 a)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Performance Stock Units	\$ 0 ⁽⁴⁾	08/22/2014		M	12,400	⁽⁴⁾ ⁽⁴⁾	Comm Stock Par Val \$1.00
Non-Qualified Stock Option (Right to Buy)	\$ 71.02	08/22/2014		A	30,800	08/22/2017 ⁽⁵⁾ 08/22/2024	Comm Stock Par Val \$1.00
Performance Stock Units	\$ 0 ⁽⁶⁾	08/22/2014		A	6,700	⁽⁶⁾ ⁽⁶⁾	Comm Stock Par Val \$1.00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEHNERT DANA A RF COMMUNICATIONS DIVISION 1680 UNIVERSITY AVENUE ROCHESTER, NY 14610			Group Pres., RF Communications	

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Dana A. Mehnert

08/26/2014

__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) This transaction represents the settlement of vested performance stock units in shares of common stock. These were performance stock units granted on 8/26/11 that vested on 6/27/14 and were paid in shares of common stock on 8/22/14. Each performance stock unit represents a contingent right to receive one share of the Issuer's common stock. The grant was previously reported.

(2) Decrease in performance stock units granted 8/26/11 based upon performance stock unit payout formula resulting in a reduction and forfeiture of shares of common stock on 8/22/14.

(3) Shares withheld by company to pay tax liability on vesting and payout of performance stock units previously awarded.

(4) Performance stock units represent a contingent right to receive one share of the Issuer's common stock subject to adjustment based upon satisfaction of performance criteria.

(5) Of the 30,800 options granted on this 8/22/14 stock option, 10,267 options become exercisable on 8/22/15, an additional 10,267 options become exercisable on 8/22/16, and the remaining 10,266 options become exercisable on 8/22/17.

(6) Each performance stock unit represents a contingent right to one share of the Issuer's common stock. Performance stock units are subject to future adjustment; performance period started 6/28/14. The 6,700 performance stock units will vest on 6/30/17. Vested shares are subject to future adjustment and will be delivered to the reporting person within two and one-half months of vesting.

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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