FOX SHELDON J

Form 4

August 28, 2012

## FORM 4

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

**OMB APPROVAL OMB** 3235-0287

Number:

Expires:

January 31, 2005

0.5

Estimated average

burden hours per response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* FOX SHELDON J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

HARRIS CORP /DE/ [HRS]

08/24/2012

(Check all applicable) Director 10% Owner

Group Pres. - Govt. Comms. Sys

Other (specify \_X\_\_ Officer (give title below)

HARRIS CORPORATION, 2400 PALM BAY ROAD, N.E.

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

PALM BAY, FL 32905

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock, Par Value \$1.00	08/24/2012		A	1,225 (1)	A	\$ 0	30,122.25	D	
Common Stock, Par Value \$1.00	08/24/2012		F	2,233 (2)	D	\$ 46.53	27,889.25 (3)	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
Non-Qualified Stock Option (Right to Buy)	\$ 46.53	08/24/2012		A	45,800	08/24/2015 <u>(4)</u>	08/24/2022	Common Stock, Par Value \$1.00
Performance Stock Units	\$ 0 (5)	08/24/2012		A	11,500	<u>(5)</u>	<u>(5)</u>	Common Stock, Par Value \$1.00

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FOX SHELDON J HARRIS CORPORATION 2400 PALM BAY ROAD, N.E. PALM BAY, FL 32905

Group Pres. - Govt. Comms. Sys

## **Signatures**

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Sheldon J. Fox

08/28/2012

\*\*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) Increase in performance shares granted 8/28/09 based upon performance share payout formula.
- (2) Shares withheld by company to pay tax liability on vesting of performance shares previously awarded.
- (3) Aggregate of 27,889.25 shares listed in Column 5 of Table I includes: (a) 5,400 performance shares previously reported and subject to adjustment and (b) 6,000 restricted shares previously reported and subject to vesting.

Reporting Owners 2

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- Of the 45,800 shares granted on this 8/24/12 stock option, 15,267 shares are exercisable on 8/24/13, 15,267 shares are exercisable on 8/24/14, and 15,266 shares are exercisable on 8/24/15.
- 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 6/30/12. The 11,500 performance stock units will vest on 7/3/15. Vested shares are subject to future adjustment and, if earned based on performance, 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. 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.