

KAUFMAN STEPHEN P
Form 4
December 12, 2005

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 *
KAUFMAN STEPHEN P

(Last) (First) (Middle)

306 BEACON STREET, UNIT 3

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock Par, Value \$1.00	12/08/2005		M		4,000	A	\$ 15.125
					8,000		
Common Stock Par, Value \$1.00	12/08/2005		M		4,000	A	\$ 16.825
					12,000		
Common Stock Par, Value \$1.00	12/08/2005		M		4,000	A	\$ 13.35
					16,000		

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Common Stock Par, Value \$1.00	12/08/2005	M	3,000	A	\$ 17.815	19,000	D
Common Stock Par, Value \$1.00	12/08/2005	S	1,200	D	\$ 43.3425	17,800	D
Common Stock Par, Value \$1.00	12/08/2005	S	300	D	\$ 43.5	17,500	D
Common Stock Par, Value \$1.00	12/08/2005	S	100	D	\$ 43.52	17,400	D
Common Stock Par, Value \$1.00	12/08/2005	S	100	D	\$ 43.5439	17,300	D
Common Stock Par, Value \$1.00	12/08/2005	S	100	D	\$ 43.5504	17,200	D
Common Stock Par, Value \$1.00	12/08/2005	S	200	D	\$ 43.65	17,000	D
Common Stock Par, Value \$1.00	12/08/2005	S	400	D	\$ 43.67	16,600	D
Common Stock Par, Value \$1.00	12/08/2005	S	200	D	\$ 43.68	16,400	D
Common Stock Par, Value \$1.00	12/08/2005	S	300	D	\$ 43.69	16,100	D
Common Stock Par, Value \$1.00	12/08/2005	S	200	D	\$ 43.6905	15,900	D
	12/08/2005	S	300	D	\$ 43.7	15,600	D

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Common Stock Par, Value \$1.00							
Common Stock Par, Value \$1.00	12/08/2005	S	700	D	\$ 43.71	14,900	D
Common Stock Par, Value \$1.00	12/08/2005	S	600	D	\$ 43.72	14,300	D
Common Stock Par, Value \$1.00	12/08/2005	S	200	D	\$ 43.81	14,100	D
Common Stock Par, Value \$1.00	12/08/2005	S	700	D	\$ 44	13,400	D
Common Stock Par, Value \$1.00	12/08/2005	S	300	D	\$ 44.04	13,100	D
Common Stock Par, Value \$1.00	12/08/2005	S	100	D	\$ 44.11	13,000	D
Common Stock Par, Value \$1.00	12/08/2005	S	100	D	\$ 44.1122	12,900	D
Common Stock Par, Value \$1.00	12/08/2005	S	300	D	\$ 44.13	12,600	D
Common Stock Par, Value \$1.00	12/08/2005	S	800	D	\$ 44.14	11,800	D
Common Stock Par, Value \$1.00	12/08/2005	S	700	D	\$ 44.15	11,100	D
	12/08/2005	S	600	D	\$ 44.16	10,500	D

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Common
Stock Par,
Value
\$1.00

Common
Stock Par,
Value
\$1.00

12/08/2005	S	500	D	\$ 44.17	10,000	D
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Common
Stock Par,
Value
\$1.00

12/08/2005	S	1,300	D	\$ 44.18	8,700	D
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Common
Stock Par,
Value
\$1.00

12/08/2005	S	400	D	\$ 44.19	8,300	D
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Common
Stock Par,
Value
\$1.00

12/08/2005	S	300	D	\$ 44.2	8,000 <u>(1)</u>	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 15.125	12/08/2005		M	4,000 <u>(2)</u>	10/27/2003 10/27/2010	Common Stock, Par Value \$1.00
	\$ 16.825	12/08/2005		M		10/26/2004 10/26/2011	

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Non-Qualified Stock Option (right to buy)					4,000 <u>(2)</u>			Common Stock, Par Value \$1.00	
Non-Qualified Stock Option (right to buy)	\$ 13.35	12/08/2005		M	4,000 <u>(2)</u>	10/25/2005	10/25/2012	Common Stock, Par Value \$1.00	4,0
Non-Qualified Stock Option (right to buy)	\$ 17.815	12/08/2005		M	3,000 <u>(2)</u>	<u>(3)</u>	10/24/2013	Common Stock, Par Value \$1.00	3,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAUFMAN STEPHEN P 306 BEACON STREET, UNIT 3 BOSTON, MA 02116		X		

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Stephen P.
Kaufman 12/12/2005

__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) On February 25, 2005, Harris Corporation declared a stock dividend, payable to all holders of record of common stock on March 14, 2005, of 1 share of common stock for each share of common stock outstanding. The aggregate of 8,000 shares listed in Column 5 of Table I include shares issued on March 30, 2005 to effect the 2-for-1 stock split.
 - (2) Pursuant to the anti-dilution provisions of the Corporation's Stock Incentive Plan, all options outstanding on 3/30/05 became exercisable for twice as many shares at an exercise price of 50% of the then effective exercise price.
 - (3) Of the 4,000 shares granted on this 10/24/03 stock option, 2,000 shares are exercisable on 10/24/04, 1,000 shares are exercisable on 10/24/05, and 1,000 shares are exercisable on 10/24/06.

Remarks:

This Form 4 is 1 of 2 being filed by the Reporting Person on December 12, 2005. A second Form 4 was filed by the Reporting Person on 12/12/2005.

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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