

HARRIS CORP /DE/
Form 4
August 08, 2006

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 *
MCARTHUR GARY L

(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)
08/04/2006

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)
VP and Chief Financial Officer

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, Par Value \$1.00	08/04/2006		M ⁽¹⁾		4,408	A	\$ 17.6668
Common Stock, Par Value \$1.00	08/04/2006		M ⁽¹⁾		4,408	A	\$ 19.5951
Common Stock, Par Value	08/04/2006		M ⁽¹⁾		5,510	A	\$ 15.4549

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\$1.00								
Common Stock, Par Value	08/04/2006	<u>M⁽¹⁾</u>	1,006	A	\$ 28.85	49,682.51	D	
\$1.00								
Common Stock, Par Value	08/04/2006	<u>M⁽¹⁾</u>	692	A	\$ 28.85	50,374.51	D	
\$1.00								
Common Stock, Par Value	08/04/2006	<u>M⁽¹⁾</u>	360	A	\$ 28.85	50,734.51	D	
\$1.00								
Common Stock, Par Value	08/04/2006	<u>M⁽¹⁾</u>	6,010	A	\$ 14.9	56,744.51	D	
\$1.00								
Common Stock, Par Value	08/04/2006	<u>S⁽¹⁾</u>	6,375	D	\$ 45	50,369.51	D	
\$1.00								
Common Stock, Par Value	08/04/2006	<u>S⁽¹⁾</u>	300	D	\$ 45.01	50,069.51	D	
\$1.00								
Common Stock, Par Value	08/04/2006	<u>S⁽¹⁾</u>	100	D	\$ 45.02	49,969.51	D	
\$1.00								
Common Stock, Par Value	08/04/2006	<u>S⁽¹⁾</u>	300	D	\$ 45.03	49,669.51	D	
\$1.00								
Common Stock, Par Value	08/04/2006	<u>S⁽¹⁾</u>	800	D	\$ 45.04	48,869.51	D	
\$1.00								
Common Stock, Par Value	08/04/2006	<u>S⁽¹⁾</u>	400	D	\$ 45.06	48,469.51	D	
\$1.00								
Common Stock, Par Value	08/04/2006	<u>S⁽¹⁾</u>	5,900	D	\$ 45.08	42,569.51	D	
\$1.00								

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Common
Stock, Par Value \$1.00
08/04/2006 S⁽¹⁾ 600 D \$ 45.09 41,969.51 D

Common
Stock, Par Value \$1.00
08/04/2006 S⁽¹⁾ 1,900 D \$ 45.13 40,069.51 ⁽²⁾ D

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)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 14.9	08/04/2006		M ⁽¹⁾	6,010	08/24/2004 08/24/2011	Common Stock, Par Value \$1.00	6,010
Non-Qualified Stock Option (right to buy)	\$ 15.4549	08/04/2006		M ⁽¹⁾	5,510	08/28/2001 08/28/2008	Common Stock, Par Value \$1.00	5,510
Non-Qualified Stock Option (right to buy)	\$ 17.6668	08/04/2006		M ⁽¹⁾	4,408	03/17/2000 03/17/2007	Common Stock, Par Value \$1.00	4,408
Non-Qualified Stock Option (right to buy)	\$ 19.5951	08/04/2006		M ⁽¹⁾	4,408	08/22/2000 08/22/2007	Common Stock, Par Value \$1.00	4,408
	\$ 28.85	08/04/2006		M ⁽¹⁾	692	04/22/2005 10/06/2010		692

Non-Qualified Stock Option (right to buy)								Common Stock, Par Value \$1.00	
Non-Qualified Stock Option (right to buy)	\$ 28.85	08/04/2006		<u>M⁽¹⁾</u>	360	04/22/2005	04/04/2011	Common Stock, Par Value \$1.00	36
Non-Qualified Stock Option (right to buy)	\$ 28.85	08/04/2006		<u>M⁽¹⁾</u>	1,006	04/22/2005	08/24/2011	Common Stock, Par Value \$1.00	1,006

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCARTHUR GARY L CORPORATE HEADQUARTERS 1025 W. NASA BOULEVARD MELBOURNE, FL 32919			VP and Chief Financial Officer	

Signatures

/s/ Gary L.
McArthur

08/08/2006

 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) The exercise of 22,394 shares and sale of 16,675 shares as reported on this Form 4 were executed pursuant to a sale plan adopted by the reporting person on May 4, 2006, pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
The aggregate of 40,069.51 shares listed in Column 5 of Table I includes: (a) 16,800 performance shares previously awarded and subject to adjustment; (b) 10,000 restricted shares previously awarded and subject to vesting; (c) 87.02 shares acquired through the Harris Corporation 401(k) Retirement Plan from 1/18/06 through 6/7/06; (d) 21.07 shares acquired through the Harris Corporation Dividend Reinvestment Plan from 3/17/06 through 6/14/06; and (e) a reduction of 2.80 shares due to rounding of previous reports of the 401(k) Plan's record keeper.

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