Brown William M Form 4 August 28, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number:

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * Brown William M

2. Issuer Name and Ticker or Trading

Symbol

HARRIS CORP /DE/ [HRS]

(First) (Middle) (Last)

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

HARRIS CORPORATION, 1025 W. 08/25/2018 NASA BOULEVARD

(Street)

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

Chairman, President, and CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MELBOURNE, FL 32919

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							y 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. Securition Dispose (Instr. 3, 4	ed of (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)
Common Stock, Par Value \$1.00	08/25/2018		Code V M	Amount 44,140 (1)	(D)	Price	(Instr. 3 and 4) 222,772.72	D	
Common Stock, Par Value \$1.00	08/25/2018		A	883 (2)	A	\$ 0	223,655.72	D	
Common Stock, Par Value \$1.00	08/25/2018		F	17,717 (3)	D	\$ 163.23	205,938.72	D	

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Common Stock, Par Value \$1.00	08/25/2018	M	22,700 (4)	A	\$ 0	228,638.72	D
Common Stock, Par Value \$1.00	08/25/2018	A	22,700 (5)	A	\$ 0	251,338.72	D
Common Stock, Par Value \$1.00	08/25/2018	F	17,865 (3)	D	\$ 163.23	233,473.72 (6)	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. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Dis (D) (Instr. 3, 4)	Acquired posed of	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title a Underlyi (Instr. 3 a
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Stock Units	\$ 0	08/25/2018		M		44,140	<u>(1)</u>	<u>(1)</u>	Comm Stock Par Val \$1.00
Performance Stock Units	\$ 0	08/25/2018		M		22,700	<u>(4)</u>	<u>(4)</u>	Comm Stock Par Val \$1.00
Performance Stock Units	\$ 0	08/25/2018		A	29,184		<u>(7)</u>	<u>(7)</u>	Comm Stock Par Val \$1.00
Restricted Stock Units	\$ 0	08/25/2018		A	14,592		<u>(8)</u>	(8)	Comm Stock Par Val \$1.00

Non-Qualified
Stock Option \$ 163.23 08/25/2018 A 75,524 08/25/2021(9) 08/25/2028
(Right to Buy)

Comm Stock Par Va \$1.00

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 8	Director	10% Owner	Officer	Other			
Brown William M HARRIS CORPORATION 1025 W. NASA BOULEVARD MELBOURNE, FL 32919	X		Chairman, President, and CEO				

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: William M.
Brown 08/28/2018

**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).
- Settlement in shares of common stock of performance stock units awarded on 8/28/2015 (previously reported) that vested at end of

 (1) 3-fiscal-year performance period on 6/29/2018. (Each performance stock unit represents a contingent right to 1 share of Issuer's common stock.)
- (2) Settlement in shares of common stock of additional performance stock units from award described in note (1) above that vested based on award payout formula.
- (3) Shares withheld by Issuer to pay tax liability on vesting of performance stock units previously awarded.
- Settlement in shares of common stock of performance stock units awarded on 8/28/2015 (previously reported) that vested at end of (4) 3-fiscal-year performance period on 6/29/2018 based on achievement of full-year run rate net synergies from Exelis Inc. acquisition. (Each performance stock unit represents a contingent right to 1 share of Issuer's common stock.)
- (5) Settlement in shares of common stock of additional performance stock units from award described in note (4) above that vested based on award payout formula.
- (6) Aggregate of shares listed includes 22.72 shares acquired through Harris Corporation 401(k) Retirement Plan from 2/14/2018 through 5/31/2018.
- Award of performance stock units subject to future vesting on 7/2/2021 in respect of 3-fiscal-year performance period that started (7) 6/30/2018 and also subject to future adjustment based on award payout formula, with vested units to be settled in shares of common stock within 2.5 months of vesting. (Each performance stock unit represents a contingent right to 1 share of Issuer's common stock.)
- (8) Award of restricted stock units subject to future vesting on 8/25/2021. (Each restricted stock unit represents a contingent right to 1 share of Issuer's common stock.)
- (9) Aggregate number of options vests and becomes exercisable as follows: 25,175 on first anniversary of grant date, additional 25,175 on second anniversary of grant date and remaining 25,174 on third anniversary of grant date.

Remarks:

Exhibit List:

Exhibit 24 - Power of Attorney

Reporting Owners 3

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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.