

HARRIS CORP /DE/
Form 4
February 15, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MASSARI CHESTER 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)
02/13/2006

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 ____ Other (specify
below) below)
President - RFCD

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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D)	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)
Common Stock, Par Value \$1.00	02/13/2006		M	3,246 (1)	A \$ 33.575	80,024.82	D
Common Stock, Par Value \$1.00	02/13/2006		F	2,279 (1)	D \$ 47.81	77,745.82	D
Common Stock, Par Value	02/13/2006		F	483 (1)	D \$ 47.81	77,262.82	D

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\$1.00							
Common Stock, Par Value	02/13/2006	M	3,214 <u>(1)</u>	A	\$ 33.575	80,476.82	D
\$1.00							
Common Stock, Par Value	02/13/2006	F	2,257 <u>(1)</u>	D	\$ 47.81	78,219.82	D
\$1.00							
Common Stock, Par Value	02/13/2006	F	435 <u>(1)</u>	D	\$ 47.81	77,784.82	D
\$1.00							
Common Stock, Par Value	02/13/2006	M	3,606 <u>(1)</u>	A	\$ 33.575	81,390.82	D
\$1.00							
Common Stock, Par Value	02/13/2006	F	2,532 <u>(1)</u>	D	\$ 47.81	78,858.82	D
\$1.00							
Common Stock, Par Value	02/13/2006	F	470 <u>(1)</u>	D	\$ 47.81	78,388.82	D
\$1.00							
Common Stock, Par Value	02/13/2006	M	8,092 <u>(1)</u>	A	\$ 33.575	86,480.82	D
\$1.00							
Common Stock, Par Value	02/13/2006	F	5,682 <u>(1)</u>	D	\$ 47.81	80,798.82	D
\$1.00							
Common Stock, Par Value	02/13/2006	F	1,055 <u>(1)</u>	D	\$ 47.81	79,743.82	D
\$1.00							
Common Stock, Par Value	02/13/2006	M	8,788 <u>(1)</u>	A	\$ 33.575	88,531.82	D
\$1.00							
Common Stock, Par Value	02/13/2006	F	V 6,171 <u>(1)</u>	D	\$ 47.81	82,360.82	D
\$1.00							

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Common Stock, Par Value \$1.00	02/13/2006	F	1,146 (1)	D	\$ 47.81	81,214.82	D
Common Stock, Par Value \$1.00	02/13/2006	M	4,936 (1)	A	\$ 33.575	86,150.82	D
Common Stock, Par Value \$1.00	02/13/2006	F	3,466 (1)	D	\$ 47.81	82,684.82	D
Common Stock, Par Value \$1.00	02/13/2006	F	643 (1)	D	\$ 47.81	82,041.82 (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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 33.575	02/13/2006		M		3,246		05/29/2005	08/23/2012	Common Stock, Par Value \$1.00	3,246
Non-Qualified Stock Option (right to buy)	\$ 33.575	02/13/2006		M		3,214		05/29/2005	08/22/2013	Common Stock, Par Value \$1.00	3,214
	\$ 33.575	02/13/2006		M		3,606		05/29/2005	08/23/2006		3,606

Non-Qualified Stock Option (right to buy)								Common Stock, Par Value \$1.00	
Non-Qualified Stock Option (right to buy)	\$ 33.575	02/13/2006	M	8,092	05/29/2005	08/24/2011		Common Stock, Par Value \$1.00	8,0
Non-Qualified Stock Option (right to buy)	\$ 33.575	02/13/2006	M	8,788	05/29/2005	08/25/2010		Common Stock, Par Value \$1.00	8,7
Non-Qualified Stock Option (right to buy)	\$ 33.575	02/13/2006	M	4,936	05/29/2005	08/27/2009		Common Stock, Par Value \$1.00	4,9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASSARI CHESTER A RF COMMUNICATIONS DIVISION 1680 UNIVERSITY AVENUE ROCHESTER, NY 14610			President - RFCD	

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Chester A.
Massari

02/14/2006

__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) Stock swap exercise (referenced in Table II) and disposition of shares upon tax withholding.
- (2) Aggregate of 82,041.82 shares listed in Column 5 of Table I includes: (a) 22,400 performance shares previously reported and subject to adjustment and (b) 13.52 shares acquired through the Harris Corporation 401(k) Retirement Plan from 1/18/06 through 2/1/06.

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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