

PEARSON DANIEL R
Form 4
March 08, 2010

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 *
PEARSON DANIEL R

(Last) (First) (Middle)

GOVT. COMMS. SYSTEMS
DIVISION, 2400 PALM BAY
ROAD, N.E.

(Street)

PALM BAY, FL 32905

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2010

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)
Group Pres. - Govt. Comm. Sys.

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock, Par Value \$1.00 | 03/04/2010 | | S ⁽¹⁾ | 10,000 | D | \$ 46.17 | 72,066.14 D |
| | | | | | | ⁽²⁾ | |
| Common Stock, Par Value \$1.00 | 03/04/2010 | | I | 2,056.2 | D | \$ 46.82 | 70,009.94 ⁽⁴⁾ D |
| | | | | ⁽³⁾ | | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock Units | (5) | 03/04/2010 | | I | 2,575.72 (6) | (7) | (7) | Common Stock, Par Value \$1.00 | 2,575.72 (8) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PEARSON DANIEL R
GOVT. COMMS. SYSTEMS DIVISION
2400 PALM BAY ROAD, N.E.
PALM BAY, FL 32905

Group Pres. - Govt. Comm. Sys.

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Daniel R. Pearson

03/08/2010

__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 sale of 10,000 shares as reported in this Form 4 were sold pursuant to a sale plan adopted by the reporting person on February 1, 2010, pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.

(2) The 10,000 shares were sold at a weighted average sale price of \$46.17. The prices actually received ranged from \$45.93 to \$46.72. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(3) The disposition of 2,056.20 shares, as reported in this Form 4, was effected pursuant to a Harris Stock Fund Transfer and Instruction Plan adopted by the reporting person on February 1, 2010. The value of the 2,056.20 shares in the Harris Corporation 401(k) Retirement Plan was transferred into alternative investment accounts under the Harris Corporation 401(k) Retirement Plan.

(4)

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Aggregate of 70,009.94 shares listed in Column 5 of Table 1 includes: (a) 26,100 performance shares previously reported and subject to adjustment; (b) 14,000 restricted shares previously reported and subject to vesting; (c) 22.90 shares acquired through dividend reinvestment in the Harris Corporation 401(k) Retirement Plan from 9/4/09 through 11/18/09; (d) a .71 share acquired through the Harris Corporation Dividend Reinvestment Plan from 9/18/09 through 12/4/09; and (e) a reduction of 2.84 shares due to rounding of previous reports of the Plan's record keeper.

- (5) Each phantom stock unit is the economic equivalent of one share of the Issuer's common stock.

The disposition of 2,575.72 phantom stock units, as reported in this Form 4, was effected pursuant to a Harris Stock Fund Transfer and Instruction Plan adopted by the reporting person on February 1, 2010. The value of the 2,575.72 phantom stock units in the Harris Corporation Supplemental Executive Retirement Plan was transferred into alternative investment accounts under the Harris Corporation Supplemental Executive Retirement Plan.

- (6) The phantom stock units were accrued under the Harris Corporation Supplemental Executive Retirement Plan. Phantom stock units are to be settled in cash upon the reporting person's retirement or other events. Prior to settlement, the reporting person may also transfer phantom stock units into alternative investment accounts.

The aggregate of 2,575.72 phantom stock units transferred out of the Supplemental Executive Retirement Plan included: (a) 115.03 phantom stock units acquired through dividend reinvestment in the Harris Corporation Supplemental Executive Retirement Plan from 5/25/07 through 11/18/09; (b) 101.47 phantom stock units acquired pursuant to an adjustment to the number of phantom stock units as a result of a reinvestment into phantom stock units of the value related to the spin-off dividend distribution of the Issuer's Harris Stratex Networks, Inc. subsidiary on 5/27/09; and (c) a reduction of 9.97 phantom stock units due to rounding of previous reports of the Plan's record keeper from 7/27/07 through 3/4/10.

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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