

HARRIS CORP /DE/
Form 4
September 02, 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 *
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)
08/31/2005

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)
President - RFCD

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, Par Value \$1.00	08/31/2005		M	6,500 (1)	A	\$ 16.825	98,892.26	D
Common Stock, Par Value \$1.00	08/31/2005		F	2,917 (1)	D	\$ 37.49	95,975.26	D
Common Stock, Par Value	08/31/2005		F	1,599 (1)	D	\$ 37.49	94,376.26	D

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\$1.00

Common Stock, Par Value	08/31/2005	M	<u>7,500</u> (1)	A	\$ 16.275	101,876.26	D
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Common Stock, Par Value	08/31/2005	F	<u>3,255</u> (1)	D	\$ 37.49	98,621.26	D
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Common Stock, Par Value	08/31/2005	F	<u>1,895</u> (1)	D	\$ 37.49	96,726.26 <u>(2)</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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 16.825	08/31/2005		M	<u>6,500</u> (3)	08/23/2005	08/23/2012	Common Stock, Par Value \$1.00	6,500
Non-Qualified Stock Option (right to buy)	\$ 16.275	08/31/2005		M	<u>7,500</u> (3)	<u>(4)</u>	08/22/2013	Common Stock, Par Value \$1.00	7,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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

09/02/2005

__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) Stock swap exercise (referenced in Table II) and disposition of shares upon tax withholding.
- (2) Aggregate of 96,726.26 shares listed in Column 5 of Table I includes 22,400 performance shares previously reported and subject to adjustment.
- (3) 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.
- (4) Of the 30,000 shares granted on this 8/22/03 stock option, 15,000 shares are exercisable on 8/22/04, 7,500 shares are exercisable on 8/22/05, and 7,500 shares are exercisable on 8/22/06.

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.