

HARRIS CORP /DE/
Form DEF 14A
September 18, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

HARRIS CORPORATION
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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HARRIS CORPORATION

1025 West NASA Boulevard

Melbourne, Florida 32919

September 18, 2012

Dear Fellow Shareholder:

On behalf of the Board of Directors, we are pleased to invite you to attend the 2012 Annual Meeting of Shareholders of Harris Corporation. The meeting will be held at the Harris Customer Briefing Center located at 1025 West NASA Boulevard in Melbourne, Florida, on Friday, October 26, 2012, starting at 1:00 p.m., local time.

The accompanying Notice of the 2012 Annual Meeting and Proxy Statement describe the matters to be acted on at the meeting, which include:

election of the 12 nominees for director named in the accompanying Proxy Statement for a one-year term;

an advisory vote to approve the compensation of our named executive officers;

approval of an amendment to our Restated Certificate of Incorporation to permit holders of 25% of our outstanding shares of common stock to call special meetings of shareholders;

ratification of the appointment of our independent registered public accounting firm for fiscal year 2013; and

such other business as may properly come before the meeting or any adjournments or postponements thereof.

Your Board of Directors believes that the election of its nominees for director, advisory approval of the compensation of our named executive officers, approval of an amendment to our Restated Certificate of Incorporation to permit holders of 25% of our outstanding shares of common stock to call special meetings of shareholders and the ratification of the appointment of our independent registered public accounting firm are in the best interests of Harris and its shareholders. Accordingly, your Board of Directors unanimously recommends a vote FOR the election of its nominees for director, FOR advisory approval of the compensation of our named executive officers, FOR approval of an amendment to our Restated Certificate of Incorporation permitting holders of 25% of our outstanding shares of common stock to call special meetings of shareholders and FOR the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2013. These matters are discussed in greater detail in the accompanying Proxy Statement.

Following the voting, we will report on our operations and future plans. There also will be an open discussion period during which your questions and comments will be welcome.

The attendance of shareholders at our annual meetings has been helpful in maintaining communication and understanding. We hope you will be able to join us. Whether or not you plan to attend, it is important that your shares be represented and voted at the meeting. You can ensure that your shares are represented at the meeting by voting over the Internet, by telephone or by using a traditional proxy card. Instructions for these

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convenient ways to vote are set forth on the enclosed proxy/voting instruction card.

Sincerely,

Thomas A. Dattilo

Chairman of the Board

William M. Brown

President and

Chief Executive Officer

**YOUR VOTE IS IMPORTANT. PLEASE VOTE OVER THE INTERNET OR BY TELEPHONE
OR COMPLETE, SIGN, DATE AND PROMPTLY RETURN
YOUR PROXY/VOTING INSTRUCTION CARD.**

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HARRIS CORPORATION

1025 West NASA Boulevard

Melbourne, Florida 32919

Notice of

2012 Annual Meeting of Shareholders

to be held on October 26, 2012

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY

MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON

OCTOBER 26, 2012:

The Proxy Statement and 2012 Annual Report to Shareholders

are available at

www.harris.com/proxy

TO THE HOLDERS OF COMMON STOCK

OF HARRIS CORPORATION:

NOTICE IS HEREBY GIVEN that the 2012 Annual Meeting of Shareholders of Harris Corporation will be held at Harris Corporation's Customer Briefing Center located at 1025 West NASA Boulevard, Melbourne, Florida, on Friday, October 26, 2012, at 1:00 p.m., local time, for the following purposes:

1. to elect as directors the 12 nominees named in the accompanying proxy statement for a one-year term expiring at the 2013 Annual Meeting of Shareholders;
2. an advisory vote to approve the compensation of our named executive officers as disclosed in the accompanying proxy statement;

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3. to approve an amendment to our Restated Certificate of Incorporation to permit holders of 25% of our outstanding shares of common stock to call special meetings of shareholders;
4. to ratify the appointment by our Audit Committee of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2013; and
5. to consider and act upon such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

The accompanying proxy statement more fully describes these items. We have not received notice of other matters that may be properly presented at the Annual Meeting.

Only holders of common stock of record at the close of business on August 31, 2012 are entitled to notice of and to vote at the Annual Meeting and any adjournments or postponements thereof. No ticket is required for admission to the Annual Meeting. For security purposes, however, you may be required to present evidence of your share ownership and a valid, government-issued photo identification, such as a driver's license or passport, to gain admission to the Annual Meeting. Packages, boxes, handbags and briefcases may be inspected.

By Order of the Board of Directors

Scott T. Mikuen

Vice President,

General Counsel and Secretary

Melbourne, Florida

September 18, 2012

IMPORTANT NOTICE

Your vote is important. If you do not expect to attend the Annual Meeting of Shareholders or if you plan to attend but wish to vote by proxy, please vote over the Internet or by telephone or by completing, signing, dating and promptly mailing the enclosed proxy/voting instruction card for which a postage-paid return envelope is provided.

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HARRIS CORPORATION

2012 ANNUAL MEETING OF SHAREHOLDERS

PROXY STATEMENT

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Proxy Statement

for

2012 Annual Meeting of Shareholders

to be held on October 26, 2012

GENERAL INFORMATION ABOUT THE ANNUAL MEETING

Why am I receiving this

proxy statement?

We are furnishing this proxy statement to you in connection with the solicitation of proxies by the Board of Directors (the Board) of Harris Corporation (which we refer to as Harris, we, our or us) and the solicitation of voting instructions by the Harris Corporation Retirement Plan Trustee, in each case for use at the 2012 Annual Meeting of Shareholders to be held on October 26, 2012, and at any adjournments or postponements thereof.

On September 19, 2012, we will commence mailing and make available electronically to our shareholders: (1) the notice of the 2012 Annual Meeting of Shareholders and this proxy statement, (2) the accompanying proxy/voting instruction card, and (3) a copy of our 2012 Annual Report to Shareholders, which includes our Annual Report on Form 10-K for the fiscal year ended June 29, 2012 and our audited financial statements.

What is a proxy?

A proxy is your legal designation of another person to vote the shares you own. That other person is called a proxy. If you designate someone as your proxy, the document in which you make that designation is also called a proxy.

What is a proxy statement?

This document is a proxy statement. It is a document that we are required by law to provide to you when we ask you to name a proxy to vote your shares. We encourage you to read this proxy statement carefully.

What is the purpose of the meeting?

The purpose of the 2012 Annual Meeting of Shareholders is to obtain shareholder action on the matters outlined in the notice of meeting included with this proxy statement. These matters include: (1) election of the 12 nominees for director named in this proxy statement for a one-year term expiring at the 2013 Annual Meeting of Shareholders; (2) an advisory vote to approve the compensation of our named executive officers as disclosed in this proxy statement; (3) approval of an amendment to our Restated Certificate of Incorporation to permit holders of 25% of our outstanding shares of common stock to call special meetings of shareholders; and (4) ratification of the appointment by our Audit

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Committee of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2013. This proxy statement provides you with detailed information about each of these matters. In addition, management will report on our operations and future plans and respond to questions from shareholders.

What is a record date and who is entitled to vote at the meeting?

A record date is the date, as of the close of business of which, shareholders of record are entitled to notice of and to vote at a meeting. The record date for the 2012 Annual Meeting is August 31, 2012. The record date was established by our Board as required under the laws of Delaware, our state of incorporation. Thus, owners of record of shares of Harris common stock at the close of business on August 31, 2012 are entitled to receive notice of and to vote at the 2012 Annual Meeting and at any adjournments or postponements thereof.

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How many shares can be voted and

what is a quorum?

You are entitled to one vote for each share of Harris common stock that you owned as of the close of business on August 31, 2012, and you may vote all those shares. Only our common stock has voting rights. On the record date, there were 112,643,172 shares outstanding and entitled to vote at the 2012 Annual Meeting and approximately 5,547 holders of record.

A quorum is the minimum number of shares that must be represented in person or by proxy in order for us to conduct the 2012 Annual Meeting. The attendance in person or by proxy of holders of a majority of the shares of common stock entitled to vote at the 2012 Annual Meeting, or 56,321,587 shares of our common stock based on the record date of August 31, 2012, will constitute a quorum to hold the 2012 Annual Meeting. If you grant your proxy over the Internet, by telephone or by the accompanying proxy/voting instruction card, your shares will be considered present at the 2012 Annual Meeting and counted toward the quorum.

What different methods can I

use to vote?

You have a choice of voting:

Over the Internet;
By telephone;
By mail; or

In person at the Annual Meeting.

Even if you plan to attend the Annual Meeting, we encourage you to vote over the Internet, by telephone or by mail. Please carefully read the instructions below on how to vote your shares. Because the instructions vary depending on how you own your shares and the method you use to vote, it is important that you follow the instructions that apply to your particular situation.

If you vote over the Internet or by telephone, you should not return your proxy/voting instruction card.

What is the difference between a record holder and an owner holding shares in street name ?

If your shares are registered in your name, you are a *record holder*. You will be a record holder if you hold a stock certificate or if you have an account directly with our transfer agent, Computershare

Shareowner Services. If your shares are registered or held in the name of your broker, bank or other nominee, your shares are held in *street name* and you are considered the beneficial owner of such shares.

How do I vote if my shares are

held in my name?

Voting over the Internet

Voting over the Internet is easy and fast and is available 24 hours a day. Read your proxy/voting instruction card and follow the directions. You will be able to confirm that the system has properly recorded your vote. Your vote will be counted immediately, and there is no need to return your proxy/voting instruction card.

Voting by telephone

Voting by telephone is also simple and fast and is available 24 hours a day. Call the toll-free telephone number on your proxy/voting instruction card and listen for further directions. To respond to the questions, you must have a touch-tone phone and will need your proxy/voting instruction card in hand. The telephone voting system allows you to verify that the system has properly recorded your vote. Your vote will be counted immediately, and there is no need to return your proxy/voting instruction card.

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Voting by mail

If you are a shareholder of record, you can save us expense by voting over the Internet or by telephone. Alternatively, you can vote by mail by completing, signing, dating and promptly mailing the enclosed proxy/voting instruction card in the postage-paid return envelope provided.

Voting in person at the meeting

If you plan to attend the Annual Meeting, you can vote in person. To vote in person at the Annual Meeting, you will need to bring with you to present at the Annual Meeting evidence of your share ownership and a valid, government-issued photo identification, such as a driver's license or passport.

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How do I vote if my shares are

held in street name ?

Voting over the Internet, by telephone or by mail

If your shares are held in the name of your broker, bank or other nominee, you have the right to direct your broker, bank or other nominee on how to vote, and you should vote your shares using the method directed by your broker, bank or other nominee. In addition to voting by mail, a large number of brokerage firms and banks are participating in Internet or telephonic voting programs. These programs provide eligible street name shareholders the opportunity to vote over the Internet or by telephone. Voting forms will provide instructions for shareholders whose brokerage firms or banks are participating in such programs.

Voting in person at the meeting

If your shares are held in the name of your broker, bank or other nominee and you plan to attend the Annual Meeting and to vote in person, you should contact your broker, bank or other nominee to obtain a broker's proxy and bring it with you to the Annual Meeting, together with a valid, government-issued photo identification, such as a driver's license or passport, and your account statement or other evidence of your share ownership.

Can I revoke my proxy or change my vote?

As long as your shares are registered in your name, you may revoke your proxy or change your vote at any time before your shares are voted at the Annual Meeting. There are several ways you can do this:

By sending a written notice of revocation to our Secretary at Harris Corporation, 1025 West NASA Boulevard, Melbourne, Florida 32919;

By duly signing and delivering a proxy/voting instruction card that bears a later date;

By subsequently voting over the Internet or by telephone as described above; or

By attending the Annual Meeting and voting in person by ballot.

If your shares are held in street name, you must contact your broker, bank or other nominee to revoke your proxy or change your vote.

What are my voting choices and what is the required vote on the matters proposed?

By giving us your proxy, you authorize Harris management to vote your shares at the 2012 Annual Meeting or at any adjournments or postponements thereof in the manner you indicate.

Proposal 1: Election of Directors

With respect to the proposal to elect 12 nominees for director for a one-year term expiring at the 2013 Annual Meeting of Shareholders, you may:

Vote For the election of one or more of the nominees for director named in this proxy statement;

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Vote Against the election of one or more of the nominees for director named in this proxy statement; or

Abstain from voting for one or more of the nominees named in this proxy statement.

Pursuant to our By-Laws and Corporate Governance Principles, the voting standard for the election of our directors in uncontested elections is a majority voting standard. In contested director elections, the plurality voting standard will apply. We have nominated 12 directors for election at the 2012 Annual Meeting, and because we did not receive advance notice under our By-Laws of any shareholder nominees for director, the 2012 election of directors is an uncontested election. To be elected in an uncontested election, a director nominee must receive more For votes than

Against votes. Abstentions and any broker non-votes will have no effect on the election of directors because only votes cast For or Against a nominee will be counted. If an incumbent director nominee does not receive a greater number of For votes than Against votes, he or she must promptly tender his or her resignation following certification of the vote. The Corporate Governance Committee shall make a recommendation to the Board regarding action to be taken with respect to such offer to resign. If the Board does not accept the resignation, the nominee will continue to serve until the next Annual Meeting and until his or her successor shall be duly elected and qualified, or until his or her prior resignation, death or removal. For additional information regarding the majority voting standard, see Majority Voting for Directors beginning on page 24.

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Proposal 2: An Advisory Vote to Approve the Compensation of Named Executive Officers

With respect to the advisory vote to approve the compensation of our named executive officers as disclosed in this proxy statement, you may:

Vote For approval of the compensation of our named executive officers;

Vote Against approval of the compensation of our named executive officers; or

Abstain from voting on the proposal.

The affirmative vote of a majority of the shares present or represented at the Annual Meeting and entitled to vote on this proposal will be required to approve, on an advisory basis, the compensation of our named executive officers. Abstaining from voting on this proposal will have the effect of a vote against approval of the compensation of our named executive officers. Any broker non-votes will have no effect on the approval of the compensation of our named executive officers.

The vote on this proposal is advisory, and the result of the vote on this proposal is not binding on Harris, the Management Development and Compensation Committee or the Board. However, the Management Development and Compensation Committee and the Board will consider the voting results when making future decisions regarding compensation for our named executive officers.

Proposal 3: Approval of an Amendment to our Restated Certificate of Incorporation to Permit Holders of 25% of our Outstanding Shares of Common Stock to Call Special Meetings

With respect to the proposal to approve an amendment to our Restated Certificate of Incorporation to permit holders of 25% of our outstanding shares of common stock to call special meetings of shareholders, you may:

Vote For approval of the amendment;

Vote Against approval of the amendment; or

Abstain from voting on the proposal.

The affirmative vote of a majority of the outstanding shares of our common stock entitled to vote as of the record date of August 31, 2012, or 56,321,587 shares of common stock based on

112,643,172 outstanding shares of our common stock entitled to vote as of August 31, 2012, will be required to approve the amendment to our Restated Certificate of Incorporation to permit holders of 25% of our outstanding shares of common stock to call special meetings of shareholders. Abstentions and any broker non-votes will have the same effect as a vote against approval of the amendment to our Restated Certificate of Incorporation to permit shareholders to call special meetings of shareholders.

Proposal 4: Ratification of the Appointment of Independent Registered Public Accounting Firm

With respect to the proposal to ratify the appointment by our Audit Committee of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2013, you may:

Vote For ratification;

Vote Against ratification; or

Abstain from voting on the proposal.

The affirmative vote of a majority of the shares present or represented at the Annual Meeting and entitled to vote on this proposal will be required to ratify our Audit Committee's appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2013. Abstaining from voting on this proposal will have the effect of a vote against ratification of the appointment of our independent registered public accounting firm. Because brokers, banks or other nominees are permitted under New York Stock Exchange (NYSE) rules to vote on this proposal even if such broker, bank or other nominee does not receive voting instructions, we do not expect broker non-votes on this proposal.

How do I vote shares held in

the Harris Retirement Plan?

If you are a participant in the Harris Corporation Retirement Plan (Retirement Plan) and you own shares of Harris common stock through the Retirement Plan, the accompanying proxy/voting instruction card also serves as a voting instruction card to the trustee of the Retirement Plan for all shares of Harris common stock you own through the Retirement Plan. If you do not provide voting instructions for such shares, then as directed by the terms of the Retirement Plan, those shares will be

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voted by the trustee in the same proportion as the shares for which other participants have timely provided voting instructions.

How do I vote shares held in the Harris Dividend Reinvestment Plan?

If you are a participant in the Harris Dividend Reinvestment Plan (DRIP) administered by Computershare Trust Company, N.A., your proxy/voting instruction card covers the Harris common stock held in your DRIP account. Computershare Trust Company, N.A., as the DRIP administrator, is the shareholder of record of Harris common stock owned through the DRIP and will not vote those shares unless you provide it with instructions, which you may do over the Internet, by telephone or by mail using your proxy/voting instruction card.

What are the Harris Board s voting recommendations and what happens if I return an unmarked proxy/voting instruction card?

If you properly execute and return your proxy/voting instruction card with no votes marked, your shares will be voted as recommended by the Board. The Board s recommendations are set forth together with the description of each proposal in this proxy statement. In summary, the Board unanimously recommends a vote:

FOR the election of all 12 of the nominees for director named in this proxy statement for a one-year term expiring at the 2013 Annual Meeting of Shareholders (*see Proposal 1*);

FOR approval, on an advisory basis, of the compensation of our named executive officers as disclosed in this proxy statement (*see Proposal 2*);

FOR approval of an amendment to our Restated Certificate of Incorporation to permit holders of 25% of our outstanding shares of common stock to call special meetings of shareholders (*see Proposal 3*); and

FOR the ratification of the appointment by our Audit Committee of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2013 (*see Proposal 4*).

Could other matters be decided at the meeting?

At the date of this proxy statement, our Board did not know of any matters to be raised at the Annual Meeting other than those referred to in this proxy statement and did not intend to bring before the Annual Meeting any matter other than the proposals described in this proxy statement. With respect to other matters that may properly be brought before the Annual Meeting or any adjournments or postponements thereof, your shares will be voted at the discretion of the proxy holders.

How will my shares be voted if I do not

provide instructions to my broker?

It is possible for a proxy to indicate that some of the shares represented are not being voted with respect to certain proposals. This occurs, for example, when a broker, bank or other nominee does not have discretion under the NYSE rules to vote on a matter without instructions from the beneficial owner of the shares and has not received such instructions. In these cases, non-voted shares will not be considered present and entitled to vote with respect to that matter, although they may be considered present and entitled to vote for other purposes and will be counted in determining the presence of a quorum. Under NYSE rules, brokers, banks or other nominees have discretionary voting power to vote without receiving voting instructions from the beneficial owner on routine matters, but not on non-routine matters. Under the rules of the NYSE as currently in effect, routine matters include, among other things, the ratification of the appointment of an independent registered public accounting firm. The proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm is the only proposal set forth in this proxy statement that is considered routine under the NYSE rules. This means that if you hold your shares through a broker, bank or other nominee, and you do not provide voting instructions by the 10th day before the Annual Meeting, your broker, bank or other nominee has the discretion to vote your shares on the proposal relating to the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2013. Under the rules of the NYSE, the proposal relating to the election of the 12 nominees for director named in this proxy statement, the proposal relating to an advisory vote to approve the compensation of our named executive

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officers and the proposal to approve an amendment to our Restated Certificate of Incorporation to permit shareholders to call special meetings of shareholders are not routine and your broker, bank or other nominee will not have the discretion to vote your shares on such proposals.

What does it mean if I receive more than one proxy/voting instruction card?

If you receive more than one proxy/voting instruction card, it means you own shares in multiple accounts with brokers and/or our transfer agent. Please vote all of these shares. We recommend that you contact your broker and/or our transfer agent to consolidate as many accounts as possible under the same name and address. Our transfer agent is Computershare Shareowner Services which may be reached by telephone at 1-888-261-6777 or over the Internet at www.cpushareownerservices.com.

Who pays for the solicitation of proxies?

We actively solicit proxy participation. We will bear the cost of soliciting proxies, including the cost of preparation, assembly, printing and mailing. In addition to this proxy statement, we request and encourage brokers, custodians, nominees and others to supply proxy materials to shareholders, and, upon request, we will reimburse them for their expenses. Our officers, directors and employees may, by letter, telephone, electronic mail or in person, make additional requests for the return of proxies, although we do not reimburse our own officers, directors or employees for soliciting proxies. We also have engaged Georgeson Inc. to assist in the solicitation of proxies for a fee of \$10,000 plus reimbursement of out-of-pocket expenses. We also will reimburse brokers and other custodians, nominees and fiduciaries for forwarding proxy and solicitation materials to our shareholders in accordance with the fee schedule approved by the NYSE.

May I access this year's proxy statement and annual report over the Internet?

The notice of Annual Meeting, this proxy statement and our 2012 Annual Report to Shareholders, which includes our Annual Report on Form 10-K for the fiscal year ended June 29, 2012, are available by accessing our website at www.harris.com/proxy.

Will there be a webcast of the Annual Meeting of Shareholders?

Our 2012 Annual Meeting of Shareholders will be webcast live on October 26, 2012. You may visit the Investor Relations section of our website at www.harris.com/investors to access the webcast of the Annual Meeting. The webcast will enable you to listen only. You will not be able to ask questions or vote your shares via the webcast. A replay of the webcast also will be available on our website through November 26, 2012. The information contained on our website is not incorporated by reference into this proxy statement.

Who will tabulate and oversee the vote?

Representatives of our transfer agent, Computershare Shareowner Services, will tabulate and oversee the vote.

Do I need an admission ticket to attend the Annual Meeting?

All shareholders are welcome to attend the Annual Meeting. No ticket is required for admission to the Annual Meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. If you attend, please note that you may be asked to present evidence of your share ownership and a valid, government-issued photo identification, such as a driver's license or passport. For the safety of attendees, all packages, boxes, handbags and briefcases are subject to inspection.

Where can I find the voting results of the Annual Meeting?

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We intend to announce the preliminary voting results at the Annual Meeting and to disclose final results in a current report on Form 8-K, which we will file with the Securities and Exchange Commission (the SEC) and make available through the Investor Relations section of our website at www.harris.com/investors within four business days of the Annual Meeting (or if final results are not available at that time, within four business days of the date on which final results become available).

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PROPOSAL 1: ELECTION OF DIRECTORS

Our Restated Certificate of Incorporation provides that our Board shall consist of not less than eight or more than 13 directors, the exact number of directors to be determined from time to time by the Board. The authorized number of directors is presently fixed at 12. All of our directors are standing for election for one-year terms expiring at the 2013 Annual Meeting of Shareholders.

Based upon the recommendation of our Corporate Governance Committee, the Board has nominated the 12 incumbent members of the Board (Ms. Katen, Ms. Kenne and Messrs. Brown, Chiarelli, Dattilo, Growcock, Hay, Kaufman, Rickard, Stoffel, Swienton and Tookes) for a new one-year term expiring at the 2013 Annual Meeting of Shareholders. On August 16, 2012, our Board increased the authorized number of directors from 11 to 12 and appointed Mr. Chiarelli as a director for a term expiring at our 2012 Annual Meeting of Shareholders. In accordance with our Restated Certificate of Incorporation, a director holds office until the Annual Meeting of Shareholders for the year in which that director's term expires, and until that director's successor is elected and qualified, subject, however, to his or her prior death, resignation, retirement or removal from office. Vacancies may be filled by the remaining directors.

Proxies will be voted for the election of each of Ms. Katen, Ms. Kenne and Messrs. Brown, Chiarelli Dattilo, Growcock, Hay, Kaufman, Rickard, Stoffel, Swienton and Tookes to serve for a one-year term

expiring at the 2013 Annual Meeting of Shareholders, unless otherwise specified in the proxy/voting instruction card or Internet or telephone voting instructions. Each of the nominees has consented to stand for election. If any nominee becomes unavailable for election, which is not currently anticipated by us, proxies instructing a vote for that nominee may be voted for a substitute nominee selected by our Board or, in lieu thereof, our Board may determine to leave the vacancy temporarily unfilled or reduce the number of directors in accordance with our By-Laws.

None of our directors, including each of the nominees, is related to any other director, or to any executive officer of Harris or its subsidiaries, by blood, marriage or adoption.

Biographical summaries of the nominees, as well as information on their experience, qualifications, attributes and skills that our Board has determined support their nomination and service as a director of Harris, appear on subsequent pages, and data with respect to the number of shares of our common stock beneficially owned by each of them as of August 15, 2012 is set forth in the table on page 30.

Under NYSE rules, brokers, banks or other nominees are prohibited from voting in favor or against director nominees without receiving voting instructions from the beneficial owner of the shares. We, therefore, urge you to vote your shares.

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NOMINEES UP FOR ELECTION

William M. Brown, 49, is our President and Chief Executive Officer. Prior to joining Harris in November 2011, Mr. Brown was Senior Vice President, Corporate Strategy and Development, of United Technologies Corporation (UTC). Earlier, he served 5 years as President of UTC 's Fire & Security Division. In all, Mr. Brown spent 14 years with UTC, holding U.S. and international roles at various divisions, including Carrier Corporation 's Asia Pacific Operations and the Carrier Transicold division. Before joining UTC in 1997, he worked for McKinsey & Company as a senior engagement manager. He began his career as a project engineer at Air Products and Chemicals, Inc.

Mr. Brown has been a member of the Board since December 2011.

Mr. Brown serves on the board of directors for the Fire Department of NYC (FDNY) Foundation and is involved with the Dean 's Advisory Board for the College of Engineering, Villanova University.

Qualifications Statement: Our Board nominated Mr. Brown for election as a director based upon his current role as our Chief Executive Officer and the terms of his employment agreement (failure to nominate him would constitute constructive termination), as well as his extensive leadership and management skills. Mr. Brown 's prior service as a senior executive of UTC, a large international public company, including as President of UTC 's Fire & Security Division and his management and leadership positions at UTC 's Carrier Corporation, including as President of its Asia Pacific Operations, provide him with extensive knowledge of complex strategic, operational, management and financial issues faced by a large company with international operations. This experience brings our Board important knowledge and expertise related to strategic planning, global supply chain and procurement, productivity and lean manufacturing initiatives, international sales, marketing and operations, domestic and international mergers and acquisitions, regulatory challenges, and enterprise risk management. His more recent role as UTC 's Senior Vice President, Corporate Strategy and Development and his prior role as a consultant also provide him with additional experience and knowledge related to global strategic planning, mergers and acquisitions, economic analysis and operational improvement projects. His engineering and finance education and experience also provide him with knowledge relevant to many of our businesses and our overall capital structure and financial processes.

Peter W. Chiarelli, General U.S. Army (Ret.), 62, retired in January 2012 from the U.S. Army, where he most recently served as Vice Chief of Staff, the Army 's second-highest-ranking officer, with responsibility for oversight of the day-to-day operations of the Army and for leading the Army 's budget planning and execution and its efforts to modernize its equipment, procedures and formations. During his nearly 40 years of service with the U.S. Army, Mr. Chiarelli held several other senior officer positions, including Senior Military Assistant, Secretary of Defense, serving as principal military advisor to the Secretary of Defense; Commander, Multi-National Corps - Iraq, serving as the senior tactical commander of U.S. and Coalition troops in Iraq; Division Commander, Fort Hood, Texas and Baghdad, Iraq; U.S. Army Chief of Operations, Training and Mobilization; and Executive Officer, Supreme Allied Commander, Europe, serving as principal military assistant and advisor to the Supreme Allied Commander, Europe. He also commanded troops at all levels from platoon to Multi-National Corps. Since his retirement from the U.S. Army, Mr. Chiarelli serves as Chief Executive Officer of One Mind for Research, a non-profit organization bringing together healthcare providers, researchers and academics to cure brain disorders.

Mr. Chiarelli has been a member of our Board since August 2012.

Qualifications Statement: Mr. Chiarelli had a distinguished career in the U.S. Army prior to joining our Board in August 2012. His vast U.S. and global military leadership experience provides him with an understanding of and appreciation for the complexities of both the U.S. and international militaries, defense communities and defense industries, which brings our Board important knowledge and expertise in these areas and makes him a valuable strategic advisor to our U.S. Government businesses. Mr. Chiarelli 's responsibility as a senior U.S. Army officer also provides him with experience addressing complex operational and strategic issues, managing significant operating budgets and handling legislative and public affairs and with an extensive background in military operations and national security, which adds to our Board 's skills and furthers our Board 's knowledge and expertise in these areas. Mr. Chiarelli 's recent experience serving as Chief Executive Officer of a healthcare-oriented non-profit organization, together with his healthcare-related leadership experience in the U.S. Army, furthers our Board 's

appreciation and understanding of medical research, the healthcare industry and military healthcare.

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Thomas A. Dattilo, 61, is our Chairman. He is an advisor and consultant to various private investment firms. He served as a Senior Advisor for Cerberus Operations and Advisory Company, LLC, a unit of Cerberus Capital Management, a private investment firm, from June 2007 until June 2009. Prior to joining Cerberus, Mr. Dattilo was most recently Chairman, President and Chief Executive Officer of Cooper Tire & Rubber Company, a company that specializes in the design, manufacture and sale of passenger and truck tires.

He joined Cooper in January 1999 as President and Chief Operating Officer and was Chairman, President and Chief Executive Officer from April 2000 until August 2006. Prior to joining Cooper, he held senior positions with Dana Corporation. His last position with Dana was President of its sealing products group.

Mr. Dattilo has been a member of our Board since August 2001. He became Chairman on January 1, 2012. He is also Chairperson of the Management Development and Compensation Committee and a member of the Corporate Governance Committee.

Mr. Dattilo is also a director of Haworth, Inc., a privately-held global designer and manufacturer of office furniture and organic workspaces. He is past Chairman of the Rubber Manufacturers Association and past Chairman of the Board of Trustees of the Manufacturers Alliance. Mr. Dattilo served as a director of Cooper Tire & Rubber Company from 1999 to 2006 and Alberto-Culver Company from 2006 to May 2011.

Qualifications Statement: Mr. Dattilo's prior service as a senior executive of large, publicly traded companies, including as a former Chairman, President and Chief Executive Officer of Cooper Tire & Rubber Company and as an executive of a manufacturing company, provides him with extensive knowledge of complex operational, management, financial, strategic and governance issues faced by a large global public company. This experience brings our Board important knowledge and expertise related to global supply chain and distribution, mergers and acquisitions, lean manufacturing and related initiatives, international operations, human resources and talent management, accounting and internal controls, and investor relations. His more recent experience as an advisor to private investment firms also provides him with additional experience and knowledge related to strategic planning, capital raising, mergers and acquisitions, and economic analysis. Based on his senior executive experience and his service on other public company boards, Mr. Dattilo also brings to our Board a strong understanding of public company governance and executive compensation. With more than 11 years of service on our Board, Mr. Dattilo also brings to our Board significant institutional knowledge and perspective.

Terry D. Growcock, 66, is retired Chairman of the Board and Chief Executive Officer of The Manitowoc Company, Inc., a diversified industrial manufacturer of cranes and foodservice equipment and a provider of ship building and ship repair services. He joined Manitowoc in 1994 as Executive Vice President and General Manager of Manitowoc Ice. He became President of Manitowoc Foodservice Group in 1995 and served in that capacity until his promotion to President, Chief Executive Officer and a member of the Board of Directors of The Manitowoc Company, Inc. in 1998. He was named Chairman of the Board of Directors and Chief Executive Officer of Manitowoc in October 2002. Mr. Growcock retired as Chief Executive Officer of Manitowoc in May 2007 and as Chairman of the Board in December 2008.

Mr. Growcock has been a member of our Board since August 2005 and is a member of the Business Conduct and Corporate Responsibility Committee and the Management Development and Compensation Committee.

Mr. Growcock also is a director of Carlisle Companies Incorporated (since 2008) and Harsco Corporation (since 2008) and an advisory member of the Kelley School of Business at Indiana University. Mr. Growcock served as a director of The Manitowoc Company, Inc. from 1998 to 2008.

Qualifications Statement: Mr. Growcock's prior service as a senior executive of The Manitowoc Company, Inc., including as former Chairman, President and Chief Executive Officer and as an executive in several of Manitowoc's business units, provides him with extensive knowledge of complex operational, management, financial and governance issues faced by a large industrial manufacturing company with international operations. This experience brings our Board important knowledge and expertise related to domestic and international merger and acquisition transactions, joint ventures and strategic alliances, international sales, marketing and operations, global procurement, lean manufacturing and related initiatives, human resources and talent management, global compliance, and strategic planning. He also has experience with government projects and the government procurement process as well as international trade. Mr. Growcock also has gained a strong understanding of public

company governance and executive compensation through his senior executive experience and his service on several public company boards.

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Lewis Hay III, 56, is Executive Chairman of NextEra Energy, Inc., one of the nation's leading electricity-related services companies and the largest renewable energy generator in North America. He was elected President and Chief Executive Officer of NextEra Energy, Inc. in June 2001 and Chairman of the Board in January 2002. Mr. Hay retired as Chief Executive Officer of NextEra Energy, Inc. in July 2012. Mr. Hay also is Chairman of NextEra Energy's two primary subsidiaries, Florida Power & Light Company and NextEra Energy Resources, LLC. Mr. Hay relinquished the title of President of NextEra Energy in December 2006 and Chief Executive Officer of Florida Power & Light Company in July 2008. He joined NextEra Energy as Vice President, Finance and Chief Financial Officer in 1999 and in 2000 was appointed President of NextEra Energy Resources LLC.

Mr. Hay has been a member of our Board since February 2002 and is Chairperson of the Corporate Governance Committee and a member of the Management Development and Compensation Committee.

In addition to being a director of NextEra Energy, Inc. (since 2001), Mr. Hay is a director of Capital One Financial Corporation (since 2003), the Institute of Nuclear Power Operations and the Edison Electric Institute, where he is also the Chairman. He is a member of the Business Board of Advisors at Carnegie Mellon University's Tepper School of Business, the Business Roundtable and the Florida Council of 100. Mr. Hay also serves on the President's Council on Jobs and Competitiveness.

Qualifications Statement: Mr. Hay's service as a senior executive of a large, publicly traded company, including as NextEra Energy, Inc.'s Chairman and former Chief Executive Officer and previously as its Chief Financial Officer, and his prior experience as a chief financial officer of another large company, as well as his nine years of experience as a strategy consultant, provide him with extensive knowledge of complex strategic, operational, management, regulatory, financial and governance issues faced by a large public company. This experience brings our Board important knowledge and expertise related to strategic planning, capital raising, financial planning, enterprise risk management, accounting and internal controls, mergers and acquisitions, and investor relations. His science and engineering education and training also have provided him with knowledge and experience relevant to some of our businesses. Mr. Hay also brings to us a strong understanding of executive compensation and public company governance as he serves on the boards of several publicly-held companies. With more than 10 years of service on our Board, Mr. Hay also brings to our Board significant institutional knowledge and perspective.

Karen Katen, 63, is a Senior Advisor to Essex Woodlands, a healthcare growth equity and venture capital firm. She joined Essex Woodlands in October 2007. Ms. Katen retired in March 2007 as Vice Chairman of Pfizer Inc., a research-based, global pharmaceutical company. Ms. Katen joined Pfizer in 1974 and held a series of management positions with increasing responsibility, including serving as President of Pfizer Global Pharmaceuticals and Executive Vice President of Pfizer from 2001 to 2005 and President of Pfizer Human Health, the company's principal operating group, from 2005 to 2007. She has also served as Chairman of the Pfizer Foundation, a charitable foundation affiliated with Pfizer.

Ms. Katen has been a member of our Board since December 1994 and is a member of the Business Conduct and Corporate Responsibility Committee and the Corporate Governance Committee.

Ms. Katen also is a director of The Home Depot, Inc. (since 2007) and Air Liquide (since 2008) and a member of the Global Advisory Board of Takeda Pharmaceutical Company Limited, and a member of the RAND Corporation's Health Board of Advisors. Ms. Katen is a trustee for the University of Chicago and is a council member of the Booth Graduate School of Business at the University of Chicago. Ms. Katen served as a director of General Motors Corporation from 1997 to 2009. Ms. Katen is also a director at the New York Botanical Garden.

Qualifications Statement: Ms. Katen's prior service as a senior executive officer of Pfizer Inc., including as Vice Chairman, as President of Pfizer's principal operating group and as an executive in other operations, provides her with extensive knowledge of complex strategic, operational, management, regulatory, research and development, financial and governance issues faced by a large public company with international operations. This experience brings our Board important knowledge and expertise related to strategic planning, supply chain, marketing, research and development, new product introductions, operations, human resources, international trade, regulatory challenges, enterprise risk management, mergers and acquisitions, and investor relations. In addition, Ms. Katen brings to our Board a wide range of experience as a board member of some of the largest U.S.-based companies, including extensive experience with governance matters. With more

than 17 years of service on our Board, Ms. Katen also brings to our Board significant institutional knowledge and perspective.

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Stephen P. Kaufman, 70, has been a Senior Lecturer of Business Administration at the Harvard Business School since January 2001. He is a retired Chairman and Chief Executive Officer of Arrow Electronics, Inc., a distributor of semiconductors and computer products. He became President and Chief Operating Officer of Arrow in 1985, Chief Executive Officer in 1986, and Chairman in 1994. He retired in September 2002. Previously, Mr. Kaufman was a partner at McKinsey & Company, an international management consulting firm.

Mr. Kaufman has been a member of our Board since December 1999 and is a member of the Audit Committee and the Finance Committee.

Mr. Kaufman also is a director of KLA-Tencor Corporation (since 2002). Mr. Kaufman served as a director of Thermo Fischer Scientific Inc. from 2007 to 2010, Freescale Semiconductor, Inc. from July 2004 to December 2006 and again from July 2007 to November 2009, Arrow Electronics, Inc. from 1984 to 2003 and Polaroid Corporation from 1997 to 2001.

Qualifications Statement: Mr. Kaufman's prior service as a senior executive of Arrow Electronics, Inc., including as former Chairman and Chief Executive Officer as well as Chief Operating Officer, together with his experience as a strategy consultant, provides him with extensive knowledge of complex strategic, operational, management, financial and governance issues. This experience brings our Board important knowledge and expertise related to strategic planning, capital raising, financial planning, domestic and international mergers and acquisitions, global procurement and distribution, and human resources and talent management. His more recent experience as a Senior Lecturer at the Harvard Business School also provides him with insight on evolving business development techniques and trends. In addition, Mr. Kaufman brings our Board a wide range of experience, including extensive experience in governance and executive compensation matters, based upon more than 25 years of service on public company boards. With more than 12 years of service on our Board, Mr. Kaufman also brings to our Board significant institutional knowledge and perspective.

Leslie F. Kenne, Lieutenant General USAF (Ret.), 64, retired in September 2003 from the U.S. Air Force, where she had a 32-year military career and had most recently been Deputy Chief of Staff for Warfighting Integration at Air Force headquarters in Washington, D.C. Previously, she commanded the Electronic Systems Center at Hanscom Air Force Base in Massachusetts. She also directed a number of major procurement programs, including the F-16 and Joint Strike Fighter programs. Since her retirement from the U.S. Air Force, Ms. Kenne is a private independent consultant for various defense companies and/or agencies.

Ms. Kenne has been a member of our Board since April 2004 and is Chairperson of the Business Conduct and Corporate Responsibility Committee and a member of the Corporate Governance Committee.

Ms. Kenne also is a director of Unisys Corporation (since 2006) and Oshkosh Corporation (since 2010). Ms. Kenne served as a director of EDO Corporation from 2004 to 2007.

Qualifications Statement: Ms. Kenne had a distinguished career in the U.S. Air Force prior to joining our Board in 2004. Her responsibility as a senior Air Force officer provides her with experience managing significant operating budgets and addressing complex operational and strategic issues and with first-hand experience on large government projects and the government procurement process. Ms. Kenne's experience also provides her with an appreciation for the complexities of both the U.S. Military and the defense industry, which brings to our Board important knowledge and expertise in these areas and makes her a valuable strategic advisor to our U.S. Government businesses. Her experience also brings to our Board important knowledge and expertise regarding program development, resourcing and other aspects of managing major Department of Defense programs as well as operations and systems engineering. Ms. Kenne's recent experience serving as a compliance monitor for large organizations brings to our Board an in-depth appreciation and understanding of business conduct and compliance matters that are particularly relevant for a U.S. Government contractor. Ms. Kenne also has gained an understanding of public company governance and operations through her service on several public company boards.

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David B. Rickard, 65, retired from CVS Caremark Corporation, a retail pharmacy chain and provider of healthcare services and pharmacy benefits management, in December 2009. Prior to his retirement, Mr. Rickard was the Executive Vice President, Chief Financial Officer and Chief Administrative Officer. He held this position since joining CVS in September 1999. Prior to joining CVS, he was Senior Vice President and Chief Financial Officer of RJR Nabisco Holdings Corporation from March 1997 to August 1999. Previously, he was Executive Vice President of International Distillers and Vintners Americas.

Mr. Rickard has been a member of our Board since October 2001 and is Chairperson of the Audit Committee and a member of the Finance Committee.

Mr. Rickard also is a director of Jones Lang LaSalle Incorporated (since 2007) and Dollar General Corporation (since 2010), and chairs the Audit Committee of each of these boards. He is also a former member of the Financial Accounting Standards Advisory Committee (extended term).

Qualifications Statement: Mr. Rickard's prior service as the Chief Financial Officer and the Chief Administrative Officer of CVS Caremark Corporation and his more than 37 years of experience in various businesses adds important experience to our Board in terms of corporate finance, strategic planning, banking relationships, operations, complex information technology and other systems, acquisition evaluation and integration, enterprise risk management and investor relations. His finance education and experience also have provided him with knowledge and expertise particularly relevant to our capital structure and related credit and finance matters. His experience with complex financial and accounting functions, including service as a chief financial officer for complex organizations and as the chairman of the audit committees of two other publicly traded companies, contributes perspectives on the functioning of audit committees and internal control-related matters that are beneficial to our Board and Audit Committee. Based on this experience, our Board has determined that Mr. Rickard is an Audit Committee financial expert. Based on his senior executive experience and his service on other public company boards, Mr. Rickard also brings to us an understanding of public company governance. With more than 10 years of service on our Board, Mr. Rickard brings to our Board significant institutional knowledge and perspective.

Dr. James C. Stoffel, 66, is a General Partner of Trillium International, a private equity company. He was an executive at Eastman Kodak Company, a film and digital imaging company, until April 2005, having served as Senior Vice President, Chief Technical Officer since 2000, and Director of Research and Development, after joining the firm in 1997 as Vice President, Director Electronic Imaging Products Research and Development. Prior to joining Kodak, he was with Xerox Corporation for more than 20 years, serving as Vice President of Corporate Research and Technology, Vice President and General Manager of the Advanced Imaging Business Unit, Vice President and Chief Engineer, as well as other executive positions.

Dr. Stoffel has been a member of our Board since August 2003 and is a member of the Finance Committee and the Management Development and Compensation Committee.

Dr. Stoffel also is a director of Aviat Networks, Inc. (since 2007) and currently serves as Aviat's Lead Independent Director. He also serves on the Advisory Board for Research and Graduate Studies at the University of Notre Dame and is Chairman of the advisory board of ASTRI, Hong Kong.

Qualifications Statement: Dr. Stoffel's prior service as a senior executive of large, publicly-traded, technology-driven companies, including as a Chief Technical Officer and Director of Research and Development at Eastman Kodak Company, and his more than 30 years of experience focused on technology development, provide him with an extensive knowledge of complex technical research and development projects and management, financial and governance issues faced by a large public company with international operations. This experience brings to our Board important knowledge and expertise related to research and development, new product introductions, strategic planning, manufacturing, operations and corporate finance. He also provides the Board with experience and perspective related to classified programs. His more recent experience as an advisor to, and general partner in, private equity firms provides him with additional experience and knowledge related to strategic planning, capital raising, mergers and acquisitions, and economic analysis. His scientific and engineering education and training have

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provided him with knowledge and experience relevant to many of our businesses. Dr. Stoffel also has gained an understanding of public company governance and executive compensation through his service on public company boards, including as a lead independent director.

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Gregory T. Swinton, 62, is Chairman and Chief Executive Officer of Ryder System, Inc., a logistics and transportation services company. He joined Ryder in June 1999 as President and Chief Operating Officer, and was named Chief Executive Officer in November 2000 and Chairman in May 2002. Prior to joining Ryder, he was Senior Vice President-Growth Initiatives of Burlington Northern Santa Fe Corporation (BNSF). He held senior positions with BNSF and the former Burlington Northern Railroad from 1994 to 1999, and various executive and management positions with DHL Worldwide Express from 1982 to 1994.

Mr. Swinton has been a member of our Board since February 2000 and is Chairperson of the Finance Committee and a member of the Audit Committee.

In addition to being a director for Ryder System, Inc. (since 1999), Mr. Swinton is a director of Lennox International Inc. (since 2010). He also is a member of the Board of Trustees of St. Thomas University in Miami, Florida.

Qualifications Statement: Mr. Swinton's service as a senior executive of large, publicly-traded companies, including as Ryder System, Inc.'s Chairman and Chief Executive Officer and previously as its President and Chief Operating Officer, and his more than 35 years experience in large, global businesses, including long-term overseas assignments, provides him with extensive knowledge of complex strategic, operational, financial, management and governance issues faced by a large public company. This experience brings our Board important knowledge and expertise in terms of supply chain, logistics, domestic and international operations, business development, corporate finance, banking, human resources and talent management, accounting and internal controls, safety management, enterprise risk management, complex information technology and investor relations. His finance education and experience also have provided him with knowledge and expertise particularly relevant to our capital structure and related credit and finance matters. With more than 12 years of service on our Board, Mr. Swinton also brings to our Board significant institutional knowledge and perspective.

Hansel E. Tookes II, 64, retired from Raytheon Company, a company engaged in defense and government electronics, space and airborne systems, information technology, technical services and business and special mission aircraft, in December 2002. He joined Raytheon in September 1999 as President and Chief Operating Officer of its Raytheon Aircraft Company subsidiary, a commercial, military and regional aircraft manufacturing company. He was appointed Chief Executive Officer of Raytheon Aircraft Company in January 2000 and Chairman in August 2000. He became President of Raytheon International in May 2001. Prior to joining Raytheon in 1999, he served United Technologies Corporation as President of its Pratt & Whitney Large Military Engines Group since 1996. He joined United Technologies Corporation in 1980 and held a variety of senior leadership positions. Mr. Tookes was a Lieutenant Commander and pilot in the U.S. Navy and later served as a commercial pilot with United Airlines.

Mr. Tookes has been a member of our Board since April 2005 and is a member of the Audit Committee and the Business Conduct and Corporate Responsibility Committee.

Mr. Tookes also is a director of Corning Incorporated (since 2001), NextEra Energy, Inc. (since 2005) and Ryder System, Inc. (since 2002). He also is Vice Chairman of the United Negro Fund Special Programs Corporation.

Qualifications Statement: Mr. Tookes' prior service as a senior executive of large international public aerospace and defense companies, including as Chief Executive Officer, President and Chief Operating Officer of Raytheon Aircraft Company and his prior management and leadership positions at Pratt & Whitney, adds important experience to our Board in terms of operations, manufacturing, regulatory issues, performance excellence, global compliance, business development, technology-driven business environments, accounting and internal controls, and enterprise risk management. He also has extensive experience on large aerospace and defense government projects and the government procurement process, including experience with major U.S. Department of Defense programs, which brings our Board important knowledge and experience in these areas and makes him a valuable strategic advisor to our U.S. Government businesses. His science, engineering and business education and training also have provided him with knowledge and experience relevant to many of our businesses. In addition, he brings to our Board significant and broad public company governance experience, including service on several other public company boards and audit committees.

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Recommendation Regarding Proposal 1

To be elected in an uncontested election of directors, a nominee must receive more For votes than Against votes. Abstentions and any broker non-votes will have no effect on the election of directors because only votes cast For or Against a nominee will be counted.

Our Board of Directors unanimously recommends that you vote FOR the election of each of the nominees in this uncontested election of directors. If not otherwise specified, proxies will be voted FOR the election of each of the nominees as recommended by our Board.

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CORPORATE GOVERNANCE AND BOARD MATTERS

Board of Directors

Our business, property and affairs are managed under the direction of our Board. Members of the Board are kept informed of our business through discussions with the Chief Executive Officer and officers, by reviewing materials provided to them or requested by them, by visiting our offices and plants and by participating in meetings of the Board and its committees.

Corporate Governance Principles

Our Board has long been focused on and committed to responsible and effective corporate governance. Our Board has adopted Corporate Governance Principles that trace their history to 1960 and that have evolved and been revised over time. Our Corporate Governance Committee is responsible for overseeing the Corporate Governance Principles and reporting and making recommendations to our Board concerning corporate governance matters. The Board regularly reviews our Corporate Governance Principles and updates them periodically in response to changing regulatory requirements and evolving governance practices. Our Corporate Governance Principles address matters including Board composition, director independence, selection of a Chairman, designation, selection and responsibilities of our Lead Independent Director, selection of Board nominees, Board membership criteria, majority voting for directors, mandatory retirement, director compensation, stock ownership guidelines, prohibitions on hedging transactions, meetings, executive sessions of independent directors, access to management, committees of the Board, evaluation of the performance of our Chief Executive Officer, succession planning, director responsibilities, orientation and continuing education, and self-evaluation of the Board and Board committees. A copy of our Corporate Governance Principles is available on the Corporate Governance section of our website at http://harris.com/corporate_governance/.

Director Independence

The NYSE listing standards and our Corporate Governance Principles require us to have a board of directors with at least a majority of independent directors. Our Board has, and has had for many years, a substantial majority of independent directors. Our

Board has adopted Director Independence Standards to assist in the evaluation of the independence of each of our directors. Our Board assesses the independence of our directors and examines the nature and extent of any relationships between us and our directors, their families and their affiliates. A copy of our Director Independence Standards is available on the Corporate Governance section of our website at http://harris.com/corporate_governance/.

For a director to be considered independent, our Board must affirmatively determine that a director does not have any direct or indirect material relationship with us, other than as a director. A director will not be considered independent if, within the preceding three years:

the director was an employee, or an immediate family member of the director was employed as an executive officer, of Harris; or

the director, or an immediate family member of the director, received more than \$120,000 during any 12-month period in direct compensation from Harris, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided that such compensation is not contingent in any way on continued service with Harris); except that compensation received by an immediate family member of the director for services as a non-executive employee of Harris need not be considered in determining independence under this test; or

the director was a partner with or employed by, a present or former internal or external auditor of Harris or an immediate family member of the director is a current partner of such a firm or the director has an immediate family member who is a current employee of an internal or external auditor of Harris and personally worked on the Harris audit within the last three years; or

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the director, or an immediate family member of the director, was employed as an executive officer of another company where any of Harris' present executives serve or served on that company's compensation committee; or

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the director currently is an executive officer of or employed by another company (other than a charitable organization), or an immediate family member of the director currently is employed as an executive officer of such company, that has made payments to, or received payments from, Harris for property or services in an amount which, in any single fiscal year, exceeds the greater of (a) \$1 million or (b) 2% of such other company's consolidated gross revenues.

Our Board has determined that the following relationships will not be considered to be material relationships that would impair a director's independence:

if a director of Harris is an executive officer or an employee, or an immediate family member of a director of Harris is an executive officer, of another company that makes payments to, or receives payments from, Harris for property or services in an amount which, in any single fiscal year, does not exceed the greater of (a) \$1 million or (b) 2% of the consolidated gross annual revenues of such other company, as applicable; or

if a director of Harris or an immediate family member of a director of Harris is an executive officer of another company that is indebted to Harris, or to which Harris is indebted, and the total amount of either company's indebtedness is less than 2% of the consolidated assets of the company wherein the director or immediate family member serves as an executive officer; or

if a director of Harris is an executive officer of another company in which Harris owns a common stock interest, and the amount of the common stock interest is less than 5% of the total shareholders' equity of such other company; or

if a director of Harris, or the spouse of a director of Harris, serves as a director, officer or trustee of a charitable organization, and within the preceding three years, Harris' discretionary contributions to the organization in any single fiscal year are less than the greater of (a) \$1 million or (b) 2% of that organization's gross annual revenues; or

if a director or a director's immediate family members own Harris shares.

Pursuant to our Corporate Governance Principles, the Board undertook its annual review of director independence in August 2012, which included a review of the responses of the directors to questions regarding each director's commercial, industrial, banking, consulting, legal, accounting, charitable and family relationships, and discussions with the directors and nominees. Based upon the NYSE listing standards and our Director Independence Standards, our Board has affirmatively determined in its business judgment that all of our directors (including each nominee for election), with the exception of Mr. Brown, our President and Chief Executive Officer, are independent and have no direct or indirect material relationship with Harris, other than as a director, that will impair the director's independence. Howard L. Lance, our former President and Chief Executive Officer, served as Chairman of our Board until December 31, 2011, and during his service, Mr. Lance was not considered to be an independent director under the NYSE listing standards or our Corporate Governance Principles.

Related Person Transaction Policy

Our Board has adopted a written policy and procedures for the review, approval and ratification of transactions among Harris and our directors, executive officers and their related interests. This policy supplements the conflicts of interest policies set forth in our Standards of Business Conduct and our Directors' Standards of Business Conduct and our other internal procedures. Under the policy, all related person transactions (as defined in the policy) are to be reviewed by the Corporate Governance Committee. The Corporate Governance Committee may approve or ratify related person transactions if, in its business judgment, it determines that the transaction is in, or is not inconsistent with, the best interests of Harris and its shareholders. This may include situations where we provide or receive products or services to or from related persons on an arm's-length basis on terms comparable to those provided to or received from unrelated third parties. Any director who participates in or is the subject of an existing or potential related person transaction may not participate in the approval or ratification decision-making process of the Corporate Governance Committee.

Under the policy, and consistent with SEC regulations, a related person transaction is any transaction, arrangement or relationship in which Harris was, is or will be a participant, where the

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amount involved exceeds \$120,000 and in which a related person had, has or will have a direct or indirect material interest. A related person includes any of our directors, nominees for director or executive officers, any person who is known to be the beneficial owner of more than 5% of any class of our common stock, an immediate family member of any person described above and any firm, corporation or other entity controlled by any person described above. The policy requires each director and executive officer annually to complete a questionnaire to identify their related interests and persons, and to notify us of changes in that information. Before entering into a proposed related person transaction, the related person or involved business area of Harris is requested to notify our Secretary of the facts and circumstances of the potential transaction. If the Secretary determines that the proposed transaction is a related person transaction, it shall be submitted to the Corporate Governance Committee for review and consideration. A related person transaction entered into without the Corporate Governance Committee's prior approval will not violate this policy or be unenforceable, so long as the transaction is brought to the Corporate Governance Committee promptly after it is entered into or after it becomes apparent that the transaction is covered by this policy and is ratified by the Corporate Governance Committee.

Based on its holdings as reported on a Schedule 13G/A filed with the SEC, Blackrock, Inc. beneficially owned more than 5% of our common stock as of August 15, 2012. Blackrock, Inc. and certain of its affiliates provided asset management services in fiscal 2012 for our Retirement Plan, for which participants paid or will pay approximately \$381,000.

Based on its holdings as reported on a Schedule 13G filed with the SEC, T. Rowe Price Associates, Inc. beneficially owned more than 5% of our common stock as of August 15, 2012. T. Rowe Price Associates Inc. and certain of its affiliates provided asset management services in fiscal 2012 for our Retirement Plan, for which participants paid or will pay approximately \$1,245,000.

Board Leadership Structure and**Lead Independent Director**

Board Leadership Structure. Our Board's leadership is currently structured as follows: a non-executive Chairman of the Board; a separate Chief Executive Officer; a robust committee structure

comprised solely of independent directors; and an engaged and independent Board that conducts candid and constructive discussions and deliberations. Our Board elects a Chairman from among the directors. While we have generally combined the Chairman and CEO positions, we combine or separate the roles based upon what we believe best serves the needs of Harris and our shareholders at any particular time based upon the then-existing facts and circumstances. In connection with the CEO transition from Mr. Lance to Mr. Brown in November 2011, the Board determined to separate the positions following Mr. Lance's retirement from the Board. Our Board appointed Mr. Dattilo as non-executive Chairman to succeed Mr. Lance as Chairman, effective January 1, 2012. The Board determined that appointment of a non-executive Chairman at that time would provide the Board with independent leadership during the CEO transition and permit Mr. Brown as incoming CEO to concentrate on our business operations. We believe this structure has facilitated a smooth transition in our leadership. Prior to separating the roles of Chairman and CEO, our Board designated a lead independent director. Our Board believes it is fundamentally wrong to permanently and inflexibly separate or combine the positions of Chairman of the Board and CEO. Our Board believes that its members possess considerable experience and unique knowledge of the challenges and opportunities Harris faces, and therefore, are in the best position to evaluate the needs of Harris and how best to organize the capabilities of our directors and senior management to meet those needs. In connection with the recent CEO transition process, our Board has also reaffirmed its position that a mandated separation of the CEO and Chairman positions or a requirement for an independent Chairman is not in the best interests of our shareholders. Mandated separation of the positions or a requirement for an independent Chairman also could adversely impact the CEO transition process and our Board's ability to evaluate and implement a leadership structure believed to be in the best interests of our shareholders based upon the then-existing facts and circumstances.

Lead Independent Director. At all times while our Chairman is not independent, our independent directors will designate one of our independent Board members to serve as Lead Independent Director, which position will be rotated annually among the chairpersons of each of our standing committees (unless the independent directors determine otherwise). The duties and authority of the Lead Independent Director include: presiding at all meetings of our Board at which

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our Chairman is not present, including executive sessions of the independent directors; serving as liaison between our Chairman and our independent directors; in consultation with the Chairman, approving the information sent to our Board and the meeting agendas for our Board; in consultation with the Chairman, approving meeting schedules to assure there is sufficient time for discussion of all agenda items; to call meetings of our independent directors; if requested by major shareholders, to ensure that he or she is available, when appropriate, for consultation and direct communication consistent with our policies regarding shareholder communications; and such other responsibilities and duties as the Board may determine from time to time. The designation of a Lead Independent Director is not intended to inhibit communications among the directors or between any of them and the Chairman.

Because we currently have an independent Chairman, we have not designated a Lead Independent Director.

Board Meetings and Attendance

General. In fiscal 2012, our Board held 11 meetings, and the standing committees of our Board met a total of 39 times. Each director attended at least 75% of the meetings of the Board and of those committees of which he or she was a member. All of the directors taken together attended an average of 96% of such meetings of the Board and committees on which they served. In addition to meetings at our corporate headquarters, the Board periodically holds meetings at other facilities and locations.

Attendance at Annual Meetings of Shareholders. We typically schedule a Board meeting in conjunction with our Annual Meeting of Shareholders. In the absence of unavoidable conflict, all Board members are expected to attend each Annual Meeting of Shareholders. All 11 of our Board members then serving as directors attended the 2011 Annual Meeting of Shareholders.

Executive Sessions of Independent Directors

Our Board and its standing committees meet throughout the year on a set schedule and also hold special meetings and may act by written consent from time to time as appropriate. Executive sessions of independent directors are provided for in the agenda for each regularly scheduled Board meeting. Our non-executive Chairman of the Board chairs these executive sessions of independent directors. Executive sessions of independent directors are also provided for in the agenda for each regularly-scheduled standing

committee meeting (other than quarterly earnings review meetings of the Audit Committee).

Board Committees and Committee Charters

Currently our Board has five standing committees to assist in the discharge of its responsibilities. These committees are the Audit Committee, the Business Conduct and Corporate Responsibility Committee, the Corporate Governance Committee, the Finance Committee and the Management Development and Compensation Committee. The committees regularly report their activities and actions to the full Board, generally at the next Board meeting following the committee meeting. Our Board has adopted a written charter for each committee, copies of which are available on the Corporate Governance section of our website at http://harris.com/corporate_governance/. The charter of each of the Audit Committee, Corporate Governance Committee and Management Development and Compensation Committee complies with the NYSE corporate governance requirements. There are no NYSE requirements with respect to the charters of the Business Conduct and Corporate Responsibility Committee or Finance Committee. Copies of all such charters and our Corporate Governance Principles also are available to shareholders free of charge upon written request to our Secretary at Harris Corporation, 1025 West NASA Boulevard, Melbourne, Florida 32919. The principal functions of each committee are summarized below.

Audit Committee

The Audit Committee oversees our independent registered public accounting firm and accounting and internal control matters. The Audit Committee also assists our Board in fulfilling its responsibilities to oversee, among other things:

The integrity of our financial statements;

Our compliance with relevant legal and regulatory requirements;

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Our independent registered public accounting firm's qualifications and independence; and

The performance of our independent registered public accounting firm and our internal audit function.
The purposes and responsibilities of the Audit Committee also include:

Directly appointing, compensating, retaining, terminating and overseeing the work of our independent registered public accounting firm;

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Pre-approving, or adopting appropriate procedures to pre-approve, all audit services, internal control-related services and non-audit services to be provided by our independent registered public accounting firm;

Reviewing and discussing with our independent registered public accounting firm and our management any major issues regarding accounting principles and financial statement presentations, including any significant changes in the selection or application of accounting principles, and major issues concerning the adequacy of our internal controls and any special steps adopted in light of any material control deficiencies, and the effect of regulatory and accounting initiatives as well as off-balance sheet structures on our financial statements;

Reviewing and discussing the process by which our management assesses and manages exposure to risk, including key credit risks, liquidity risks, market risks, financial risks and operational risks;

Reviewing and discussing our earnings press releases, including the use of pro forma or adjusted non-GAAP results, and the types of financial information and earnings guidance provided by us; and

Reviewing and discussing with our independent registered public accounting firm and our management quarterly and year-end operating results, reviewing our interim financial statements prior to their inclusion in our Quarterly Reports on Form 10-Q, and recommending to our Board the inclusion of our annual financial statements in our Annual Reports on Form 10-K.

A more detailed description of the Audit Committee's purposes and responsibilities is contained in its charter.

Our Board has determined in its business judgment that each member of the Audit Committee is independent within the meaning of the NYSE listing standards, the Sarbanes-Oxley Act of 2002 and related SEC rules and our Director Independence Standards.

Our Board also has determined in its business judgment that each of the members of the Audit Committee satisfies the financial literacy

requirements of the NYSE and has accounting or related financial management expertise and that David B. Rickard, Chairperson of the Audit Committee, satisfies the audit committee financial expert criteria, as that term is defined by regulation of the SEC, and is independent of Harris.

The Audit Committee held eight meetings during our fiscal year 2012, including meeting regularly with Ernst & Young LLP and our internal auditors, both privately and with management present.

Business Conduct and Corporate Responsibility Committee

The purposes and responsibilities of the Business Conduct and Corporate Responsibility Committee include:

Oversight of our business conduct program and compliance with sound ethical business practices and legal requirements in connection with our business;

Oversight of our policies, procedures and programs with respect to environmental, health and safety matters;

Reviewing our support of charitable, civic, educational and philanthropic contributions and activities; and

Reviewing and acting on, as appropriate, strategic issues and trends relating to corporate citizenship and responsibility, including social, political and public policy issues that may have an impact on our operations, financial performance or public image.

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A more detailed description of the Business Conduct and Corporate Responsibility Committee's purposes and responsibilities is contained in its charter.

Our Board has determined in its business judgment that each member of the Business Conduct and Corporate Responsibility Committee is independent within the meaning of the NYSE listing standards and our Director Independence Standards. The Business Conduct and Corporate Responsibility Committee held two meetings during our fiscal year 2012.

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Corporate Governance Committee

The purposes and responsibilities of the Corporate Governance Committee include:

Identifying individuals believed to be qualified to become Board members consistent with criteria approved by our Board, and recommending nominees to stand for election at annual meetings of shareholders or to fill vacancies;

Adopting a policy and procedure for consideration of candidates for director recommended by our shareholders;

Developing, implementing and overseeing our Corporate Governance Principles and monitoring trends and evolving practices in corporate governance;

Developing, reviewing and recommending director compensation, perquisites and benefit plans;

Reviewing and making recommendations to the Board concerning the structure, size, composition and operation of the Board and its committees;

Recommending standing committees of our Board and committee assignments;

In consultation with the Chairman and the Lead Independent Director, if one has been designated, setting meeting schedules for our Board and recommending meeting schedules for the Board's committees;

Reviewing and approving related person transactions in accordance with relevant policies;

Reviewing and making recommendations to the Board regarding shareholder proposals; and

Facilitating our Board's annual evaluation of its performance and effectiveness.

A more detailed description of the Corporate Governance Committee's purposes and responsibilities is contained in its charter and our Corporate Governance Principles.

For additional information regarding the role of the Corporate Governance Committee and our director compensation process and procedures, including the role of compensation consultants relating to director compensation, see the Director

Compensation and Benefits section of this proxy statement beginning on page 25.

Our Board has determined in its business judgment that each member of the Corporate Governance Committee is independent within the meaning of the NYSE listing standards and our Director Independence Standards. The Corporate Governance Committee held six meetings during our fiscal year 2012.

Finance Committee

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The Finance Committee is authorized to review periodically our financial position, capital structure, working capital, capital transactions, debt ratings, and bank and lender relationships, and the financial and investment aspects of our benefit plans, including our Retirement Plan. The Finance Committee also reviews our dividend policy, capital asset plan and capital expenditures, and share repurchase policy and makes recommendations to our Board relating to such plan or policies. A more detailed description of the Finance Committee's purposes and responsibilities is contained in its charter. Our Board has determined in its business judgment that each member of the Finance Committee is independent within the meaning of the NYSE listing standards and our Director Independence Standards. The Finance Committee held four meetings during our fiscal year 2012.

Management Development and Compensation Committee

The purposes and responsibilities of the Management Development and Compensation Committee include:

Reviewing and evaluating plans for our management training and development and organizational structure and management succession, and recommending to our Board for its approval individuals for election as executive officers and other corporate officers;

Overseeing and reviewing our overall compensation philosophy and establishing the compensation, perquisites and other benefits of our officers and management;

Reviewing and approving corporate goals and objectives relevant to the compensation of our Chief Executive Officer, evaluating his performance in light of those goals, and together with all independent directors of our

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Board, determining and approving our Chief Executive Officer's annual salary, cash and equity incentives and other benefits based on this evaluation;

Reviewing and approving the annual salary, cash and equity incentives and other benefits of our other executive officers;

Reviewing and approving the use and the terms of employment, separation, severance and change in control agreements and any special arrangements in the event of termination of employment, death or retirement of a corporate officer (together, in the case of our Chief Executive Officer, with all independent directors of our Board);

Administering our equity-based compensation plans;

Reviewing and discussing the Compensation Discussion and Analysis section of this proxy statement with our management and making a recommendation to the Board on the inclusion of the Compensation Discussion and Analysis section in this proxy statement; and

Having the authority to retain and terminate compensation consultants, including the authority to approve such consultants' fees and other retention terms.

A more detailed description of the Management Development and Compensation Committee's purposes and responsibilities is contained in its charter.

The Management Development and Compensation Committee has delegated to the Chief Executive Officer the authority to make equity grants to employees who are not executive officers. The Management Development and Compensation Committee sets an annual maximum number of shares and options that may be granted by the Chief Executive Officer and annually reviews these awards.

For additional information regarding the role of the Management Development and Compensation Committee and our executive compensation process and procedures, including the role of executive officers and compensation consultants in recommending the amount or form of executive compensation, see the Compensation Discussion and Analysis section of this proxy statement beginning on page 31.

Our Board has determined in its business judgment that each member of the Management Development and Compensation Committee is independent within the meaning of the NYSE listing standards and our Director Independence Standards. The Management Development and Compensation Committee held eight meetings during our fiscal year 2012.

CEO Search Committee. In May 2011, our Board established a CEO Search Committee to assist the Board in identifying, screening, evaluating and

recruiting a successor to Mr. Lance, who announced his intention to retire as Chairman, President and Chief Executive Officer at the end of our fiscal 2012, or such earlier or later time as a suitable successor was appointed. Members of our CEO Search Committee were Mr. Dattilo, Chairman of the CEO Search Committee, Mr. Kaufman and Mr. Swinton. In October 2011, following the election of Mr. Brown to serve as our President and Chief Executive Officer, the CEO Search Committee was dissolved.

The Board's Role in Risk Oversight

The responsibility for the day-to-day management of risk lies with our management and our management continually monitors the material risks facing Harris, including strategic risk, financial risk, operational risk, and legal and compliance risk. We have in place an enterprise risk management (ERM) process that, among other things, is designed to identify material risks across Harris with input from each business unit and function. Under this ERM process, which is coordinated through a cross-functional management committee, various material business risks are regularly identified, assessed and prioritized. The top risks to Harris, and any mitigation plans associated with those risks, are reported to our Board. In addition, in order to ensure dissemination of information about identified risks to management and throughout Harris, our management ERM committee regularly provides reports to our senior executives. The ERM process has been reviewed by our Board and is the subject of oversight and regular review by our Audit Committee. Harris also manages risk through numerous controls and processes embedded in our operations and such controls and processes are reviewed from time to time with the Board and/or the relevant committees.

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Risk considerations also are raised in the context of a range of matters that are reported by management to our Board or one of its committees for review. For example, elements of risk are discussed by the full Board in presentations

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concerning Company-wide and business unit annual operating plans, three-year strategic plans, merger and acquisition opportunities, market environment updates, regular operations updates and other strategic discussions. Elements of risk related to financial reporting, internal audit, internal control over financial reporting, auditor independence and related areas of accounting, taxation, law and regulation are regularly reviewed by our Audit Committee. Elements of risks related to various aspects of U.S. and international regulatory compliance, business conduct, social responsibility, environmental matters and export/import controls are regularly reviewed by our Business Conduct and

Corporate Responsibility Committee. Elements of risk related to governance issues are regularly reviewed by our Corporate Governance Committee. Elements of risk related to liquidity, financial arrangements, capital structure and our ability to access the capital markets are regularly reviewed by our Finance Committee. The Finance Committee also reviews risks related to our retirement plans and their related investments. Elements of risk related to compensation policies and practices and talent management and succession planning are regularly reviewed by our Management Development and Compensation Committee. Each committee also regularly provides reports to the full Board.

Committee Membership

The current committee members for each of the five standing committees of our Board of Directors are as follows, with the chairperson listed first:

	Business Conduct and			Management
				Development
Audit	Corporate Responsibility	Corporate Governance	Finance	and Compensation
David B. Rickard	Leslie F. Kenne	Lewis Hay III	Gregory T. Swienton	Thomas A. Dattilo
Stephen P. Kaufman	Terry D. Growcock	Thomas A. Dattilo	Stephen P. Kaufman	Terry D. Growcock
Gregory T. Swienton	Karen Katen	Karen Katen	David B. Rickard	Lewis Hay III
Hansel E. Tookes II	Hansel E. Tookes II	Leslie F. Kenne	Dr. James C. Stoffel	Dr. James C. Stoffel

Director Retirement

We do not impose term limits for directors. It is our policy that a director who would be age 72 or older at the time of election shall not stand for re-election. A director also is expected to offer to tender automatically his or her resignation in the event of retirement or other significant change in employment position or employer, and our Board then will determine whether such director's continued Board membership under the new circumstances is in the best interests of Harris and our shareholders, free from conflicts of interest and otherwise appropriate.

Communications with Members of our**Board of Directors**

General. Shareholders and other interested persons who wish to communicate with a member or members of our Board, including the Chairman, the Lead Independent Director, if one has been designated, the chairperson of any standing committee of the Board or the independent directors as a group, may do so by sending an e-mail message to the intended recipient or recipients c/o Secretary at corporate.secretary@harris.com. Shareholders and others also may write to the intended recipient or

recipients, c/o Secretary, Harris Corporation, 1025 West NASA Boulevard, Melbourne, Florida 32919. Our Secretary will review each such communication, and if it is related to the duties and responsibilities of our Board and its committees, it will be forwarded to the appropriate

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recipient or recipients. Our Board has instructed our Secretary not to forward communications the Secretary deems unduly hostile, threatening, illegal or similarly inappropriate (such as surveys, spam, junk mail, resumes, service or product inquiries or complaints, solicitations or advertisements). Our Secretary will periodically provide our Board a summary of all communications received that were not forwarded to the intended recipient or recipients (other than surveys, spam, junk mail, resumes, service or product inquiries or complaints, solicitations or advertisements), and will make those communications available to any director upon request. The Chairman, the Lead Independent Director, if one has been designated, or other director in receipt of a communication for which he or she was the intended recipient will determine whether it will be sent to our full Board or a committee. If a communication is determined to be a complaint or concern pertaining to accounting, internal control or

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auditing matters, it will be handled in accordance with the procedures discussed below under Accounting, Internal Control, Auditing and Certain Other Matters.

Accounting, Internal Control, Auditing and Certain Other Matters. Our Audit Committee has established procedures for the receipt, retention and treatment of complaints and concerns regarding accounting, internal accounting controls or auditing matters, financial reporting or disclosure matters, and other matters relating to actual or alleged violations or potential violations of any law, rule or regulation relating to securities or to fraud against shareholders. Any of our employees may communicate concerns about any of these matters to such employee's supervisor, manager or business standards advisor, or to the Vice President, Internal Audit and Compliance or the Director of Business Conduct or certain other individuals, or on a confidential and anonymous basis by way of e-mail or our toll-free hotline numbers listed on our website and in our Standards of Business Conduct. Other persons with such complaints or concerns may contact our Vice President, Internal Audit and Compliance or Director of Business Conduct at 1025 West NASA Boulevard, Melbourne, Florida 32919. Upon receipt of a complaint or concern, a determination will be made whether it pertains to accounting, internal control, auditing, financial reporting or disclosure matters and if it does, it will be handled in accordance with the procedures established by the Audit Committee. A copy of these procedures is available on the Corporate Governance section of our website at http://harris.com/corporate_governance.

Standards of Business Conduct

All Harris employees, including the Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer and other senior financial officers, are required to abide by the Harris Standards of Business Conduct, originally adopted in 1987, to help ensure that our business is conducted in a consistently ethical and legal manner. All directors are required to abide by our Directors' Standards of Business Conduct. These standards of business conduct form the foundation of a comprehensive business conduct program that includes compliance with all laws, corporate policies and procedures, an open relationship among employees that contributes to good business conduct, and an abiding belief that we should conduct all business dealings with integrity, honesty and responsibility. Our business

conduct policies cover many topics, including employment, confidentiality, environmental, health and safety, insider trading, corporate opportunities, antitrust, export control, boycotts, government contracts, international business practices, political contributions, entertainment and gifts, and use of company assets. Employees are required to report any conduct they believe in good faith to be a violation of any of our business conduct policies.

Our Standards of Business Conduct and our Directors' Standards of Business Conduct are posted on our website at <http://harris.com/about/business-conduct.aspx> and also are available free of charge by written request to our Director of Business Conduct, Harris Corporation, 1025 West NASA Boulevard, Melbourne, Florida 32919. Any amendment to, or waiver from, our Standards of Business Conduct that is required to be disclosed to shareholders will be posted on our website within four business days following such amendment or waiver.

Director Nomination Process and Criteria, and Board Diversity

Our Board is responsible for approving nominees to stand for election as directors. The Corporate Governance Committee assists the Board in this process and identifies individuals it believes to be qualified to become Board members and recommends nominees.

It is a long-standing policy of our Board to consider director nominees recommended by shareholders. A shareholder who wishes to recommend a nominee for the Corporate Governance Committee's consideration must include at least the following information about the proposed nominee: the proposed nominee's name, age, business or residence address, principal occupation or employment, and the written consent of the nominee to be named in the proxy statement as a nominee and to serve as a director if elected. The required information should be sent to our Secretary at 1025 West NASA Boulevard, Melbourne, Florida 32919. The Secretary will forward properly submitted shareholder-recommended nominations to the Chairperson of the Corporate Governance Committee for consideration at a future Corporate Governance Committee meeting. Individuals recommended by shareholders in accordance with these procedures will be evaluated and considered by the Corporate Governance Committee in the same manner as it evaluates other proposed nominees.

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In addition to recommending nominees for consideration to the Corporate Governance Committee, shareholders also may directly propose nominees for consideration at an annual meeting of our shareholders. The requirements and procedures to be followed by shareholders for directly nominating directors are discussed beginning on page 85 under Shareholder Proposals for the 2013 Annual Meeting of Shareholders.

The Corporate Governance Committee also has a process for considering, reviewing and evaluating incumbent directors up for re-election. Pursuant to this process, prior to the annual meeting each director discusses participation on our Board and its committees and other relevant matters with our Chairman. Directors are also requested to discuss any concerns or issues regarding continued membership on our Board with the Chairperson of the Corporate Governance Committee. In addition, the Corporate Governance Committee reviews each director's experience, qualifications, attributes and skills, tenure, experience, contributions, other directorships, attendance record, any changes in employment status and other information it deems helpful in considering and evaluating the director for nomination.

Our Corporate Governance Principles contain Board membership criteria that apply to nominees for a position on our Board. Our Board, based upon the recommendation of the Corporate Governance Committee (which recommendation will be based on the criteria set forth below, regardless of whether the nominee is recommended by shareholders or is identified by the Corporate Governance Committee or otherwise), will select new nominees considering the following criteria:

Demonstrated ability and sound judgment that usually will be based on broad experience;

Personal qualities and characteristics, accomplishments and reputation in the business community, professional integrity, educational background, business experience and related experience;

Willingness to objectively appraise management performance;

Current knowledge and contacts in the businesses in which we participate and in our industry or other industries relevant to our businesses, giving due consideration to potential conflicts of interest;
Ability and willingness to commit adequate time to Board and committee matters, including attendance at Board, committee and annual shareholder meetings;

The number of other boards on which the individual nominee is a member;

Compatibility of the individual's experience, qualifications, attributes, skills and personality with those of other directors and potential directors in building a Board that is effective, collegial and responsive to the needs of Harris and the interests of our shareholders; and

Diversity of viewpoints, background, experience, gender, race, ethnicity and similar demographics.

Our Board values diversity as a factor in selecting nominees to serve on the Board. Although there is no specific policy on diversity, the Corporate Governance Committee considers the Board membership criteria in selecting nominees for directors, including diversity of viewpoints, background, experience, gender, race, ethnicity and similar demographics. Such considerations may also include personal characteristics, functional background, executive or professional experience, and international experience. As a general matter the Board considers diversity in the context of the Board as a whole and takes into account the personal characteristics and experience of current and prospective directors to facilitate Board deliberations and decisions that reflect a broad range of perspectives.

Our Corporate Governance Committee has as a general matter retained a third-party search firm to assist in identifying and evaluating potential nominees, and all of our current independent directors have been identified and/or evaluated using this process.

Majority Voting for Directors

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Pursuant to our By-Laws and Corporate Governance Principles, the voting standard applicable for the election of our directors in uncontested elections is a majority voting standard. An uncontested election for directors is an election where the number of properly nominated directors does not exceed the number of director positions to be filled. In contested director elections, the plurality voting standard will apply, which means the nominees receiving the greatest numbers of votes will be elected to serve as directors.

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To be elected in an uncontested election under the majority voting standard, a director nominee must receive more For votes than Against votes. Abstentions and broker non-votes will have no effect in an uncontested election of directors since only votes cast For or Against a nominee will be counted. If an incumbent director nominee does not receive a greater number of For votes than Against votes, he or she must promptly offer to tender his or her resignation following certification of the vote. The Corporate Governance Committee shall consider the resignation offer and shall recommend to our Board the action to be taken. Our Board shall take action within 90 days following certification of the vote, unless such action would cause us to fail to comply with NYSE independence or other legal requirements, in which event our Board shall take action as promptly as practicable while continuing to meet such requirements. Our Board also will promptly publicly disclose its decision and the reasons therefor. If our Board does not accept the resignation, the nominee will continue to serve until the next annual meeting and until his or her successor shall be duly elected and qualified, or until his or her prior resignation, death or removal. If our Board accepts the resignation, then our Board, in its sole discretion, may fill any resulting vacancy or may chose not to fill the vacancy and to decrease the size of our Board.

The election of directors at the 2012 Annual Meeting of Shareholders is an uncontested election and thus the majority voting standard applies.

DIRECTOR COMPENSATION AND BENEFITS

Our Board compensation program is intended to attract and retain directors with demonstrated ability, integrity, judgment and experience to fulfill their responsibility to oversee management and to develop and oversee the implementation of strategies aimed at creating sustainable long-term value for our shareholders. The program also is intended to recognize the time commitments and potential liability associated with serving on the board of a public company.

The form and amount of director compensation is periodically reviewed and assessed by the Corporate Governance Committee. The Corporate Governance Committee reviews broad survey data concerning director compensation practices, levels and trends for companies comparable to us in revenue, businesses and complexity, which data is requested by or on behalf of the Corporate Governance Committee from

compensation consultants, including Towers Watson & Co. Changes to director compensation, if any, are recommended by the Corporate Governance Committee to our Board for action. Employee directors are not separately compensated for service as a director.

Retainer and Attendance Fees

Directors who are not employees of Harris currently receive the following fees, as applicable, for their services on our Board: