

HARRIS CORP /DE/
Form 4
April 04, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KATEN KAREN L

(Last) (First) (Middle)

PFIZER, INC., 235 E. 42ND STREET, 23RD FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount (D) Price		

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 8)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 8)
Phantom Stock Units	(1)	04/01/2005	A	737.1	(2)	(2)						Common Stock, Par Value \$1.00	737.1	\$ 3
Phantom Stock Units	(1)	04/01/2005	A	644.96	(3)	(3)						Common Stock, Par Value \$1.00	644.96	\$ 3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KATEN KAREN L PFIZER, INC. 235 E. 42ND STREET, 23RD FLOOR NEW YORK, NY 10017			X	

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Karen Katen
Date: 04/04/2005

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Convertible on a 1-for-1 basis.

(2) The phantom stock units were awarded under the Harris Corporation 2005 Directors' Deferred Compensation Plan and are to be settled in cash upon the reporting person's retirement or other events. The units were acquired on April 1 pursuant to a quarterly automatic grant.

(3) The phantom stock units were accrued under the Harris Corporation 2005 Directors' Deferred Compensation Plan and are to be settled in cash upon the reporting person's retirement and other events.

(4) On March 30, 2005, Harris Corporation distributed a stock dividend, payable to all holders of record of common stock on March 14, 2005, of 1 share of common stock for each share of common stock outstanding. The aggregate of 39,721.86 phantom stock units includes phantom units acquired on 3/30/05 as a result of the 2-for-1 split and 34.09 units acquired through dividend reinvestment in the Harris Corporation 2005 Directors' Deferred Compensation Plan on 3/10/05.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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