

HARRIS CORP /DE/
Form 4
August 28, 2007

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 *
WENSINGER JEREMY C

(Last) (First) (Middle)

GOVT. COMMS. SYSTEMS
DIVISION, 150 S. WICKHAM
ROAD

(Street)

MELBOURNE, FL 32935

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/24/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Group Pres.-Govt. Comm. Sys.

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

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, Par Value \$1.00 | 08/24/2007 | | A | | 4,200 ⁽¹⁾ \$ 0 39,315.3 | D | |
| Common Stock, Par Value \$1.00 | 08/24/2007 | | A | | 5,000 ⁽²⁾ \$ 0 44,315.3 | D | |
| Common Stock, Par Value | 08/24/2007 | | A | | 5,000 ⁽³⁾ \$ 0 49,315.3 | D | |

\$1.00

| | | | | | | | |
|-------------------------------|------------|---|---------------------|---|-------------|----------|---|
| Common Stock, Par Value | 08/24/2007 | F | 5,468 <u>(4)</u> | D | \$ 58.95 | 43,847.3 | D |
| \$1.00 | | | | | | | |

| | | | | | | | |
|-------------------------------|------------|---|---------------------|---|-------------|---------------------|---|
| Common Stock, Par Value | 08/27/2007 | F | 3,645 <u>(5)</u> | D | \$ 58.48 | 40,202.3 <u>(6)</u> | D |
| \$1.00 | | | | | | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Non-Qualified Stock Option (Right to Buy) | \$ 58.95 | 08/24/2007 | | A | 21,100 | <u>(7)</u> 08/24/2014 | Common Stock, Par Value \$1.00 21,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WENSINGER JEREMY C GOVT. COMMS. SYSTEMS DIVISION 150 S. WICKHAM ROAD MELBOURNE, FL 32935 | | | Group Pres.-Govt. Comm. Sys. | |

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Jeremy C. Wensinger

08/28/2007

__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) Grant of performance shares pursuant to the Harris Corporation 2005 Equity Incentive Plan. Performance shares are subject to future adjustment; performance period starts 6/30/07.
 - (2) Grant of restricted shares pursuant to the Harris Corporation 2000 Stock Incentive Plan. Restricted shares are subject to future vesting; vesting period starts 8/27/04. Restrictions on this award will generally expire on 8/24/10.
 - (3) Increase in performance shares granted 8/27/04 based upon performance share payout formula.
 - (4) Shares withheld by company to pay tax liability on vesting of performance shares previously awarded.
 - (5) Shares withheld by company to pay tax liability on vesting of restricted shares previously awarded.

Aggregate of 40,202.30 shares listed in Column 5 of Table I includes: (a) 8,400 performance shares previously reported and subject to adjustment; (b) 64.61 shares acquired through the Harris Corporation 401(k) Retirement Plan from 2/28/07 through 6/20/07; (c) 5.11 shares acquired through the Harris Corporation Dividend Reinvestment Plan from 3/16/07 through 6/13/07; and (d) a reduction of 1.56 shares due to rounding of previous reports of the Plan's record keeper.
 - (7) Of the 21,100 shares granted on this 8/24/07 stock option, 10,550 shares are exercisable on 8/24/08, 5,275 shares are exercisable on 8/24/09, and 5,275 shares are exercisable on 8/24/10.

Remarks:

Exhibit List:

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.