

LANCE HOWARD L

Form 4

August 29, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LANCE HOWARD L

(Last) (First) (Middle)

CORPORATE
HEADQUARTERS, 1025 W. NASA
BOULEVARD

(Street)

MELBOURNE, FL 32919

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/25/2006

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)
Chairman, President, and CEO

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 or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, Par Value \$1.00	08/25/2006		A	37,200 (1)	A \$ 0 322,865.72	D	
Common Stock, Par Value \$1.00	08/25/2006		A	15,000 (2)	A \$ 0 337,865.72	D	
Common Stock, Par Value	08/25/2006		F	16,402 (3)	D \$ 43.82 321,463.72 (4)	D	

\$1.00

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Non-Qualified Stock Option (right to buy)	\$ 43.82	08/25/2006		A		155,000		<u>(5)</u>	08/25/2013	Common Stock, Par Value \$1.00	155,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LANCE HOWARD L CORPORATE HEADQUARTERS 1025 W. NASA BOULEVARD MELBOURNE, FL 32919	X Chairman, President, and CEO

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Howard L.
Lance

08/29/2006

__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 Stock Incentive Plan. Performance shares are subject to future adjustment; performance period starts 7/1/06.
- (2) Increase in performance shares previously granted for the performance period starting on 7/1/03 and based upon performance share payout formula.
- (3) Shares withheld by company to pay tax liability on vesting of performance shares previously awarded.

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- (4) Aggregate of 321,463.72 shares listed in Column 5 Table I includes 82,000 performance shares previously reported and subject to adjustment.
- (5) Of the 155,000 shares granted on this 8/25/06 stock option, 77,500 shares are exercisable on 8/25/07, 38,750 shares are exercisable on 8/25/08, and 38,750 shares are exercisable on 8/25/09.

Remarks:

Exhibit List:

Exhibit 24 - Power of Attorney

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

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