

SCHWARTZ LEWIS A
Form 4
December 04, 2009

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 *
SCHWARTZ LEWIS A

(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)
12/03/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
VP, Principal Accting. Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, Par Value \$1.00 | 12/03/2009 | | M ⁽¹⁾ | | 4,650 | A | \$ 16.66 |
| | | | | | | | 30,500.3 |
| Common Stock, Par Value \$1.00 | 12/03/2009 | | M ⁽¹⁾ | | 6,130 | A | \$ 22.71 |
| | | | | | | | 36,630.3 |
| Common Stock, Par Value | 12/03/2009 | | S ⁽¹⁾ | | 10,780 | D | \$ 45.2561 |
| | | | | | | | 25,850.3 ⁽³⁾ |

\$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 (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Non-Qualified Stock Option (Right to Buy) | \$ 16.66 | 12/03/2009 | | M ⁽¹⁾ | 4,650 | 09/17/2006 09/17/2013 | Common Stock, Par Value \$1.00 | 4,650 |
| Non-Qualified Stock Option (Right to Buy) | \$ 22.71 | 12/03/2009 | | M ⁽¹⁾ | 6,130 | 08/27/2007 08/27/2011 | Common Stock, Par Value \$1.00 | 6,130 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---|-------|
| | Director | 10% Owner | Officer | Other |
| SCHWARTZ LEWIS A CORPORATE HEADQUARTERS 1025 W. NASA BOULEVARD MELBOURNE, FL 32919 | | | VP, Principal Accting. Officer | |

Signatures

/s/ Lewis A. Schwartz
12/04/2009

**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) The exercise of options and sale of 10,780 shares as reported on this Form 4 were effected pursuant to a sale plan adopted by the reporting person on November 3, 2009, pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.

(2) The price reported in Column 4 for the sale of 10,780 shares is a weighted average sale price of \$45.2561. The sales prices ranged from \$45.00 to \$45.59. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each price within the range.

(3) Aggregate of 25,850.30 shares listed in Column 5 of Table I includes: (a) 10,000 performance shares previously reported and subject to adjustment; (b) 8,000 restricted shares previously reported and subject to vesting; and (c) 18.06 shares acquired through dividend reinvestment in the Harris Corporation 401(k) Retirement Plan on 9/4/09.

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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