

WENSINGER JEREMY C
Form 4
August 29, 2006

FORM 4

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

OMB APPROVAL

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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)
08/25/2006

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)
Group Pres.-Int. Sys. & Serv.

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	08/25/2006		A		4,300 ⁽¹⁾ \$ 0 35,200.62	D	
Common Stock, Par Value \$1.00	08/25/2006		A		2,000 ⁽²⁾ \$ 0 37,200.62	D	
Common Stock, Par Value	08/25/2006		F		2,187 ⁽³⁾ \$ 43.82 35,013.62 ⁽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 of Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 43.82	08/25/2006		A	17,700	<u>(5)</u> 08/25/2013	Common Stock, Par Value \$1.00

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.-Int. Sys. & Serv.	

Signatures

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

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.

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- (3) Shares withheld by company to pay tax liability on vesting of performance shares previously awarded.

Aggregate of 35,013.62 shares listed in Column 5 Table I includes: (a) 14,100 performance shares previously reported and subject to adjustment; (b) 10,000 restricted shares previously reported and subject to vesting; (c) 95.12 shares acquired through the Harris

- (4) Corporation 401(k) Retirement Plan from 8/2/05 through 8/5/06; (d) 8.73 shares acquired through the Harris Corporation Dividend Reinvestment Plan from 9/16/05 through 6/14/06; and (e) a reduction of a .93 share due to "rounding" of previous reports by the Plan's record keeper.
- (5) Of the 17,700 shares granted on this 8/25/06 stock option, 8,850 shares are exercisable on 8/25/07, 4,425 shares are exercisable on 8/25/08, and 4,425 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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