

FOX SHELDON J
Form 4
May 23, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
FOX SHELDON J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
HARRIS CORPORATION, 2400
PALM BAY ROAD, N.E.

3. Date of Earliest Transaction
(Month/Day/Year)
05/20/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Group Pres. - Govt. Comms. Sys

(Street)
PALM BAY, FL 32905

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

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

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, Par Value \$1.00 | 05/20/2011 | | M | 4,650 | A \$ 22.71 | 33,654.42 | D |
| Common Stock, Par Value \$1.00 | 05/20/2011 | | S | 3,680 | D \$ 49.48 | 29,974.42 | D |
| Common Stock, Par Value \$1.00 | 05/20/2011 | | S | 470 | D \$ 49.49 | 29,504.42 | D |

Common
 Stock, Par Value \$1.00
 05/20/2011 S 500 D \$ 49.5 29,004.42 ⁽¹⁾ D

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (Right to Buy) | \$ 22.71 | 05/20/2011 | | M | 4,650 | 08/27/2007 08/27/2011 | Common Stock, Par Value \$1.00 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FOX SHELDON J HARRIS CORPORATION 2400 PALM BAY ROAD, N.E. PALM BAY, FL 32905 | | | Group Pres. - Govt. Comms. Sys | |

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Sheldon J. Fox

05/23/2011

**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) Aggregate of 29,004.42 shares listed in Column 5 of Table I includes: (a) 13,100 performance shares previously reported and subject to adjustment; (b) 6,000 restricted shares previously reported and subject to vesting; c) 56.15 shares acquired through the Harris Corporation 401(k) Retirement Plan from 9/3/10 through 3/3/11; and d) 86.86 shares acquired through a broker dividend reinvestment program from 9/17/10 through 3/17/11.

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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