MASSARI CHESTER A

Form 4

December 01, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

10% Owner

_ Other (specify

Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * MASSARI CHESTER A

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

Director

X_ Officer (give title

HARRIS CORP /DE/ [HRS]

(Middle)

3. Date of Earliest Transaction (Month/Day/Year) 11/29/2004

(Check all applicable)

President - RFCD

RF COMMUNICATIONS **DIVISION. 1680 UNIVERSITY AVENUE**

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

ROCHESTER, NY 14610

(City)	(State)	(Zip) Tabl	e I - Non-D	Perivative Sec	curities Acc	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)		osed of (D)	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	11/29/2004		Code V M	3,250 A	D) Price \$ 33.65	· · · · · · · · · · · · · · · · · · ·	D	
Common Stock, Par Value \$1.00	11/29/2004		F	1,623 D	\$ 67.38	39,108.44	D	
Common Stock, Par Value	11/29/2004		F	889 <u>(1)</u> D	\$ 67.38	38,219.44	D	

Edgar Filing: MASSARI CHESTER A - Form 4

\$1.00							
Common Stock, Par Value \$1.00	11/29/2004	M	3,327 (1)	A	\$ 32.55	41,546.44	D
Common Stock, Par Value \$1.00	11/29/2004	F	1,607 (1)	D	\$ 67.38	39,939.44	D
Common Stock, Par Value \$1.00	11/29/2004	F	940 (1)	D	\$ 67.38	38,999.44	D
Common Stock, Par Value \$1.00	11/29/2004	M	4,444 (1)	A	\$ 37.43	43,443.44	D
Common Stock, Par Value \$1.00	11/29/2004	F	2,468 (1)	D	\$ 67.38	40,975.44	D
Common Stock, Par Value \$1.00	11/29/2004	F	1,080 (1)	D	\$ 67.38	39,895.44	D
Common Stock, Par Value \$1.00	11/29/2004	M	3,247 (1)	A	\$ 37.43	43,142.44	D
Common Stock, Par Value \$1.00	11/29/2004	F	1,803 (1)	D	\$ 67.38	41,339.44	D
Common Stock, Par Value \$1.00	11/29/2004	F	789 <u>(1)</u>	D	\$ 67.38	40,550.44	D
Common Stock, Par Value \$1.00	11/29/2004	M	6,488 (1)	A	\$ 45.64	47,038.44	D
Common Stock, Par Value \$1.00	11/29/2004	F	4,394 (1)	D	\$ 67.38	42,644.44	D

Edgar Filing: MASSARI CHESTER A - Form 4

Common Stock, Par Value \$1.00	11/29/2004	F	1,144 (1)	D	\$ 67.38	41,500.44	D
Common Stock, Par Value \$1.00	11/29/2004	M	5,974 (1)	A	\$ 45.64	47,474.44	D
Common Stock, Par Value \$1.00	11/29/2004	F	4,046 (1)	D	\$ 67.38	43,428.44	D
Common Stock, Par Value \$1.00	11/29/2004	F	1,053 (1)	D	\$ 67.38	42,375.44	D
Common Stock, Par Value \$1.00	11/29/2004	M	1,429 (1)	A	\$ 37.43	43,804.44	D
Common Stock, Par Value \$1.00	11/29/2004	F	793 (1)	D	\$ 67.38	43,011.44	D
Common Stock, Par Value \$1.00	11/29/2004	F	347 (1)	D	\$ 67.38	42,664.44 (2)	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. Transac Code (Instr. 8	ansactionDerivative ode Securities astr. 8) Acquired Disposed		Securities (Month/Day, Acquired (A) or Disposed of (D) (Instr. 3, 4, and		ite	7. Title ar Underlyir (Instr. 3 a	ng Seo
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A C N

Non-Qualified Stock Option (right to buy)	\$ 33.65	11/29/2004	M	·	3,250	<u>(3)</u>	08/23/2012	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 67.15	11/29/2004	A	1,623		05/29/2005	08/23/2012	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 32.55	11/29/2004	M	í.	3,327	<u>(4)</u>	08/22/2013	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 67.15	11/29/2004	A	1,607		05/29/2005	08/22/2013	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 37.43	11/29/2004	M	2	4,444	04/30/2004	08/27/2009	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 67.15	11/29/2004	A	2,468		05/29/2005	08/27/2009	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 37.43	11/29/2004	M	í	3,247	04/30/2004	08/23/2006	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 67.15	11/29/2004	A	1,803		05/29/2005	08/23/2006	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 45.64	11/29/2004	M		6,488	11/26/2004	08/25/2010	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 67.15	11/29/2004	A	4,394		05/29/2005	08/25/2010	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 45.64	11/29/2004	M	:	5,974	11/26/2004	08/24/2011	Common Stock, Par Value \$1.00

Edgar Filing: MASSARI CHESTER A - Form 4

Non-Qualified Stock Option (right to buy)	\$ 67.15	11/29/2004	A	4,046	05/29/2005	08/24/2011	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 37.43	11/29/2004	M	1,42	9 04/30/2004	08/25/2005	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 67.15	11/29/2004	A	793	05/29/2005	08/25/2005	Common Stock, Par Value \$1.00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MASSARI CHESTER A RF COMMUNICATIONS DIVISION 1680 UNIVERSITY AVENUE ROCHESTER, NY 14610

President - RFCD

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Chester A. Massari

12/01/2004

**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) Stock swap exercise (referenced in Table II) and disposition of shares upon tax withholding.
- Aggregate of 42,664.44 shares listed in Column 5 of Table I includes 14,000 performance shares previously reported and subject to adjustment and 1.60 shares acquired through the Harris Corporation 401(k) Retirement Plan on 9/3/04.
- (3) Of the 13,000 shares granted on this 8/23/02 stock option, 6,500 shares are exercisable on 8/23/03, 3,250 shares are exercisable on 8/23/04, and 3,250 shares are exercisable on 8/23/05.
- (4) Of the 15,000 shares granted on this 8/22/03 stock option, 7,500 shares are exercisable on 8/22/04, 3,750 shares are exercisable on 8/22/05, and 3,750 shares are exercisable on 8/22/06.

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.

Reporting Owners 5