

HARRIS CORP /DE/
Form 4
September 01, 2015

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 *
D'ALESSANDRO CARL D

(Last) (First) (Middle)

HARRIS CORPORATION, 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)
08/28/2015

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)

President, Critical Networks

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, Par Value \$1.00 | 08/28/2015 | | M | 1,250 ⁽¹⁾ | A \$ 0 | 8,573 | D |
| Common Stock, Par Value \$1.00 | 08/28/2015 | | A | 256 ⁽²⁾ | A \$ 0 | 8,829 | D |
| Common Stock, Par Value \$1.00 | 08/28/2015 | | F | 632 ⁽³⁾ | D \$ 77.54 | 8,197 | D |

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| | | | | | | | | |
|---|------------|---|--------------------|---|-------------|-------|---|-----------|
| Common Stock, Par Value \$1.00 | 08/28/2015 | M | 450 ⁽¹⁾ | A | \$ 0 | 2,131 | I | by Spouse |
| Common Stock, Par Value \$1.00 | 08/28/2015 | A | 92 ⁽²⁾ | A | \$ 0 | 2,223 | I | by Spouse |
| Common Stock, Par Value \$1.00 | 08/28/2015 | F | 198 ⁽³⁾ | D | \$ 77.54 | 2,025 | I | by Spouse |

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 Underlying (Instr. 3 and 4) | |
|---|--|---|---|--------------------------------------|--|--|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Performance Stock Units | \$ 0 ⁽¹⁾ | 08/28/2015 | | M | 1,250 | ⁽¹⁾ | ⁽¹⁾ | Common Stock, Par Value \$1.00 |
| Performance Stock Units | \$ 0 ⁽¹⁾ | 08/28/2015 | | M | 450 | ⁽¹⁾ | ⁽¹⁾ | Common Stock, Par Value \$1.00 |
| Non-Qualified Stock Option (Right to Buy) | \$ 77.54 | 08/28/2015 | | A | 18,410 | 08/28/2018 ⁽⁴⁾ | 08/28/2025 | Common Stock, Par Value \$1.00 |
| Performance Stock Units | \$ 0 ⁽⁵⁾ | 08/25/2015 | | A | 3,155 | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock, Par Value \$1.00 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| D'ALESSANDRO CARL D HARRIS CORPORATION 1025 W. NASA BOULEVARD MELBOURNE, FL 32919 | | | President, Critical Networks | |

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Carl D.
D'Alessandro

09/01/2015

__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).

- This transaction represents the settlement of vested performance stock units in shares of common stock. These were performance stock units granted on 8/24/12 that vested on 7/3/15 and were paid in shares of common stock on 8/28/15. Each performance stock unit represents a contingent right to one share of the Issuer's common stock. The performance stock unit grant was previously reported.
- (1) Increase in vested performance stock units granted 8/24/12 based upon performance stock unit payout formula resulting in an additional payment in shares of common stock on 8/28/15.
 - (2) Shares withheld by company to pay tax liability on vesting of performance stock units previously awarded.
 - (3) Of the 18,410 shares granted on this 8/28/15 stock option, 6,137 shares will become exercisable on 8/28/16, an additional 6,137 shares will become exercisable on 8/28/17, and the remaining 6,136 shares will become exercisable on 8/28/18.

- Each performance stock unit represents a contingent right to one share of the Issuer's common stock. Performance stock units are subject to future adjustment; performance period started 7/4/15. The 3,155 performance stock units will vest on 6/29/18. Vested shares are subject to future adjustment and will be delivered to the reporting person within two and one-half months of vesting.
- (5)

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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