

HARRIS CORP /DE/
Form 4
May 08, 2006

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 *
MASSARI CHESTER A

(Last) (First) (Middle)

RF COMMUNICATIONS
DIVISION, 1680 UNIVERSITY
AVENUE

(Street)

ROCHESTER, NY 14610

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/04/2006

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)
President - RFCD

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 | 05/04/2006 | | S ⁽¹⁾ | 3,000 D | \$ 47 79,094.83 | D | |
| Common Stock Par Value \$1.00 | 05/04/2006 | | S ⁽¹⁾ | 600 D | \$ 46.99 78,494.83 | D | |
| Common Stock Par Value | 05/04/2006 | | S ⁽¹⁾ | 1,600 D | \$ 46.96 76,894.83 | D | |

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| | | | | | | | | |
|------------------------------|------------|------------------|-------|---|-------------|--------------------------|---|--|
| \$1.00 | | | | | | | | |
| Common Stock Par Value | 05/04/2006 | S ⁽¹⁾ | 100 | D | \$ 46.97 | 76,794.83 | D | |
| \$1.00 | | | | | | | | |
| Common Stock Par Value | 05/04/2006 | S ⁽¹⁾ | 1,700 | D | \$ 46.95 | 75,094.83 | D | |
| \$1.00 | | | | | | | | |
| Common Stock Par Value | 05/05/2006 | S ⁽¹⁾ | 1,000 | D | \$ 47.2 | 74,094.83 | D | |
| \$1.00 | | | | | | | | |
| Common Stock Par Value | 05/05/2006 | S ⁽¹⁾ | 1,000 | D | \$ 47.15 | 73,094.83 | D | |
| \$1.00 | | | | | | | | |
| Common Stock Par Value | 05/05/2006 | S ⁽¹⁾ | 400 | D | \$ 47.14 | 72,694.83 | D | |
| \$1.00 | | | | | | | | |
| Common Stock Par Value | 05/05/2006 | S ⁽¹⁾ | 600 | A | \$ 47.13 | 72,094.83 ⁽²⁾ | D | |
| \$1.00 | | | | | | | | |

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.

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|---|---|--|---|---|---|
| | | | | Code | V | (A) (D) Date | Expiration Date | Title | Amount or Number |

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 05/05/2006

__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) The sale of 10,000 shares as reported in this Form 4 were sold pursuant to a sale plan adopted by the reporting person on September 7, 2005, pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
Aggregate of 72,094.83 shares listed in Column 5 Table I includes: (a) 22,400 performance shares previously reported and subject to adjustment, (b) 43.72 shares acquired through the Harris Corporation 401(k) Retirement Plan from 2/15/06 through 4/26/06; and (c) 9.29 shares acquired through the Harris Corporation Dividend Reinvestment Plan on 3/17/06.

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. 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.