

CAVALLUCCI EUGENE S
Form 4
December 13, 2004

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 *
CAVALLUCCI EUGENE S

(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)
12/10/2004

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)
VP - General Counsel

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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, Par Value \$1.00	12/10/2004		M		3,250 <u>(1)</u> \$ 25.3125	D	
Common Stock, Par Value \$1.00	12/10/2004		F		1,281 <u>(1)</u> \$ 64.17	D	
Common Stock, Par Value \$1.00	12/10/2004		F		718 <u>(1)</u> \$ 64.17	D	

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Common Stock, Par Value \$1.00	12/10/2004	M	377 ⁽¹⁾	A	\$ 27.8471	11,482.94	D
Common Stock, Par Value \$1.00	12/10/2004	F	163 ⁽¹⁾	D	\$ 64.17	11,319.94	D
Common Stock, Par Value \$1.00	12/10/2004	F	78 ⁽¹⁾	D	\$ 64.17	11,241.94 ⁽²⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 An Underlying Sec (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 25.3125	12/10/2004		M	3,250	10/06/2003 10/06/2010	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 63.86	12/10/2004		A	1,281	06/10/2005 10/06/2010	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 27.8471	12/10/2004		M	377	08/23/1999 08/23/2006	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (right to buy)	\$ 63.86	12/10/2004		A	163	06/10/2005 08/23/2006	Common Stock, Par Value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAVALLUCCI EUGENE S HARRIS CORPORATION 1025 W. NASA BOULEVARD MELBOURNE, FL 32919			VP - General Counsel	

Signatures

/s/ Eugene S.
Cavallucci

12/13/2004

__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 11,241.94 shares listed in Column 5 of Table I includes: (a) 3,000 restricted shares previously reported and subject to vesting; (b) 4,000 performance shares previously reported and subject to adjustment; (c) 2.48 shares acquired through the Harris Corporation 401(k) Retirement Plan on 11/17/04; and (d) 2.48 shares acquired through the Harris Corporation Dividend Reinvestment Plan on 12/3/04.

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.