

HARRIS CORP /DE/
Form 4
August 30, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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

(Last) (First) (Middle)

HARRIS CORPORATION, 1025
WEST 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)
08/26/2016

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)
SVP, Integration & Engineering

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, Par Value \$1.00 | 08/26/2016 | | M | | 11,400 (1) | A | \$ 0 55,760.2 D |
| Common Stock, Par Value \$1.00 | 08/26/2016 | | A | | 5,426 (2) | A | \$ 0 61,186.2 D |
| Common Stock, Par Value \$1.00 | 08/26/2016 | | F | | 7,059 (3) | D | \$ 90.84 54,127.2 (4) D |

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

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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 of Underlying Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--------|-----|--|-----------------|--|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Performance Stock Units | \$ 0 ⁽¹⁾ | 08/26/2016 | | M | | 11,400 | | ⁽¹⁾ | ⁽¹⁾ | Common Stock Par Value \$1.00 |
| Non-Qualified Stock Option (Right to Buy) | \$ 90.84 | 08/26/2016 | | A | | 45,680 | | 08/26/2019 ⁽⁵⁾ | 08/26/2026 | Common Stock Par Value \$1.00 |
| Performance Stock Units | \$ 0 ⁽⁶⁾ | 08/26/2016 | | A | | 7,055 | | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock Par Value \$1.00 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FOX SHELDON J HARRIS CORPORATION 1025 WEST NASA BOULEVARD MELBOURNE, FL 32919 | | | SVP, Integration & Engineering | |

Signatures

/s/ Sheldon J.
Fox
08/30/2016
Date

**Signature of Reporting Person

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) This transaction represents the settlement of vested performance stock units in shares of common stock. These were performance stock units granted on 8/23/13 that vested on 7/1/16 and were paid in shares of common stock on 8/26/16. 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.

(2) Increase in vested performance stock units granted 8/23/2013 based upon performance stock unit payout formula resulting in an additional payment in shares of common stock on 8/26/16.

(3) Shares withheld by company to pay tax liability on vesting of performance stock units previously awarded.

(4) Aggregate of 54,127,20 shares listed in Column 5 of Table I includes 6,275 restricted shares previously reported.

(5) Of the 45,680 options granted on this 8/26/16 stock option, 15,227 options become exercisable on 8/26/17, an additional 15,227 options become exercisable on 8/26/18, and the remaining 15,226 options become exercisable on 8/26/19.

(6) 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 7/2/16. The 7,055 performance stock units will vest on 6/28/19. Vested shares are subject to future adjustment and will be delivered to the reporting person within two and one-half months of vesting.

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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