

HARRIS CORP /DE/
Form 4
August 03, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
HELDRETH NICK E

(Last) (First) (Middle)

**CORPORATE
HEADQUARTERS, 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)
08/01/2005

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 - Human Resources

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 (D) or Price (A) | | |
| Common Stock, Par Value \$1.00 | 08/01/2005 | | M | | 4,454 ⁽¹⁾ \$ 24.3308 | A | 71,128.07 D |
| Common Stock, Par Value \$1.00 | 08/01/2005 | | F | | 2,923 ⁽¹⁾ \$ 37.07 | D | 68,205.07 D |
| Common Stock, Par Value | 08/01/2005 | | F | | 481 ⁽¹⁾ \$ 37.07 | D | 67,724.07 D |

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| | | | | | | | |
|-------------------------------|------------|---|---------------------|---|----------|-----------|---|
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 08/01/2005 | M | <u>1,504</u> (1) | A | \$ 24.25 | 69,228.07 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 08/01/2005 | F | 983 (1) | D | \$ 37.07 | 68,245.07 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 08/01/2005 | F | 164 (1) | D | \$ 37.07 | 68,081.07 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 08/01/2005 | S | 800 | D | \$ 35.98 | 67,281.07 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 08/01/2005 | S | 300 | D | \$ 35.99 | 66,981.07 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 08/01/2005 | S | 400 | D | \$ 36.1 | 66,581.07 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 08/01/2005 | S | 200 | D | \$ 36.12 | 66,381.07 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 08/01/2005 | S | 500 | D | \$ 36.16 | 65,881.07 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 08/01/2005 | S | 600 | D | \$ 36.17 | 65,281.07 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 08/01/2005 | S | 600 | D | \$ 36.18 | 64,681.07 | D |
| \$1.00 | | | | | | | |
| Common Stock, Par Value | 08/01/2005 | S | 100 | D | \$ 36.19 | 64,581.07 | D |
| \$1.00 | | | | | | | |

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| | | | | | | | |
|---|------------|---|-------|---|----------|--------------------------|---|
| Common Stock, Par Value \$1.00 | 08/01/2005 | S | 200 | D | \$ 36.2 | 64,381.07 | D |
| Common Stock, Par Value \$1.00 | 08/01/2005 | S | 900 | D | \$ 36.21 | 63,481.07 | D |
| Common Stock, Par Value \$1.00 | 08/01/2005 | S | 1,300 | D | \$ 36.22 | 62,181.07 | D |
| Common Stock, Par Value \$1.00 | 08/01/2005 | S | 300 | D | \$ 36.23 | 61,881.07 | D |
| Common Stock, Par Value \$1.00 | 08/01/2005 | S | 400 | D | \$ 36.24 | 61,481.07 | D |
| Common Stock, Par Value \$1.00 | 08/01/2005 | S | 200 | D | \$ 36.25 | 61,281.07 | D |
| Common Stock, Par Value \$1.00 | 08/01/2005 | S | 200 | D | \$ 36.26 | 61,081.07 | D |
| Common Stock, Par Value \$1.00 | 08/01/2005 | S | 300 | D | \$ 36.27 | 60,781.07 | D |
| Common Stock, Par Value \$1.00 | 08/01/2005 | S | 300 | D | \$ 36.29 | 60,481.07 | D |
| Common Stock, Par Value \$1.00 | 08/01/2005 | S | 400 | D | \$ 36.3 | 60,081.07 ⁽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. 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 24.3308 | 08/01/2005 | | M | 4,454 | 09/26/1998 08/25/2005 | Common Stock, Par Value \$1.00 | 4,454 |
| Non-Qualified Stock Option (right to buy) | \$ 24.25 | 08/01/2005 | | M | 1,504 | 08/02/2004 08/25/2005 | Common Stock, Par Value \$1.00 | 1,504 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HELDRETH NICK E CORPORATE HEADQUARTERS 1025 W. NASA BOULEVARD MELBOURNE, FL 32919 | | | VP - Human Resources | |

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Nick E. Heldreth 08/03/2005

__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 60,081.07 shares listed in Column 5 of Table I includes 20,000 performance shares previously reported and subject to adjustment, 59.25 shares acquired through the Harris Corporation 401(k) Retirement Plan from 4/13/05 through 6/8/05, a .15 share acquired through the Harris Corporation Dividend Reinvestment Plan on 6/10/05, and a reduction of 2.01 shares to reflect "rounding" of prior reports from the plan's record keeper. The 8,000 shares were sold pursuant to a sale plan adopted by the seller on June 7, 2005, pursuant to Rule 10b5-1(c) under the Securities Exchange Act of 1934.

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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