

SHUMAN JEFFREY S
Form 4
May 21, 2012

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 *
SHUMAN JEFFREY S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

CORPORATE
HEADQUARTERS, 1025 W. NASA
BOULEVARD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/17/2012

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Sr. VP & Chief HR Officer

MELBOURNE, FL 32919

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 05/17/2012 | | S ⁽¹⁾ | 796 D | \$ 38.99 | 74,188.85 | D |
| Common Stock, Par Value \$1.00 | 05/17/2012 | | S ⁽¹⁾ | 2,500 D | \$ 38.98 | 71,688.85 | D |
| Common Stock, Par Value | 05/17/2012 | | S ⁽¹⁾ | 1,900 D | \$ 38.97 | 69,788.85 | D |

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| | | | | | | | | |
|-------------------------|------------|------------------|-------|---|----------|--------------------------|---|--|
| \$1.00 | | | | | | | | |
| Common Stock, Par Value | 05/17/2012 | S ⁽¹⁾ | 2,400 | D | \$ 38.96 | 67,388.85 | D | |
| \$1.00 | | | | | | | | |
| Common Stock, Par Value | 05/17/2012 | S ⁽¹⁾ | 856 | D | \$ 38.95 | 66,532.85 | D | |
| \$1.00 | | | | | | | | |
| Common Stock, Par Value | 05/17/2012 | S ⁽¹⁾ | 2,414 | D | \$ 38.94 | 64,118.85 | D | |
| \$1.00 | | | | | | | | |
| Common Stock, Par Value | 05/17/2012 | S ⁽¹⁾ | 2,056 | D | \$ 38.93 | 62,062.85 | D | |
| \$1.00 | | | | | | | | |
| Common Stock, Par Value | 05/17/2012 | S ⁽¹⁾ | 1,574 | D | \$ 38.92 | 60,488.85 | D | |
| \$1.00 | | | | | | | | |
| Common Stock, Par Value | 05/17/2012 | S ⁽¹⁾ | 5,394 | D | \$ 38.91 | 55,094.85 ⁽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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|-------|------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHUMAN JEFFREY S CORPORATE HEADQUARTERS 1025 W. NASA BOULEVARD MELBOURNE, FL 32919 | | | Sr. VP & Chief HR Officer | |

Signatures

/s/ Jeffrey S.

Shuman

05/21/2012

**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 the 19,890 shares as reported on this Form 4 were sold pursuant to a sale plan adopted by the reporting person on February 3, 2012, pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- Aggregate of 55,094.85 shares listed in Column 5 of Table I includes: (a) 22,300 performance shares previously reported and subject to adjustment; (b) 4,000 restricted shares previously reported and subject to vesting; (c) 62.62 shares acquired through the Harris Corporation 401(k) Retirement Plan from 9/2/11 through 3/21/12; and (d) 898.96 shares acquired through the a broker dividend reinvestment program from 9/16/11 through 3/16/12.

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.