

PEARSON DANIEL R
Form 4
August 29, 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 *
PEARSON DANIEL R

(Last) (First) (Middle)

GOVT. COMMS. SYSTEMS
DIVISION, 2400 PALM BAY
ROAD, N.E.

(Street)

PALM BAY, FL 32905

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/25/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Group Pres. - Defense Comms.

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 (A) or (D) Price | | |
| Common Stock, Par Value \$1.00 | 08/25/2006 | | A | | 4,000 ⁽¹⁾ \$ 0 41,818.75 | D | |
| Common Stock, Par Value \$1.00 | 08/25/2006 | | A | | 3,000 ⁽²⁾ \$ 0 44,818.75 | D | |
| Common Stock, Par Value | 08/25/2006 | | F | | 3,280 ⁽³⁾ \$ 41,538.75 ⁽⁴⁾ 43.82 | 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 43.82 | 08/25/2006 | | A | 16,500 | <u>(5)</u> 08/25/2013 | Common Stock, Par Value \$1.00 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PEARSON DANIEL R GOVT. COMMS. SYSTEMS DIVISION 2400 PALM BAY ROAD, N.E. PALM BAY, FL 32905 | | | Group Pres. - Defense Comms. | |

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Daniel R. Pearson

08/29/2006

**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) Grant of performance shares pursuant to the Harris Corporation 2005 Equity Stock Incentive Plan. Performance shares are subject to future adjustment; performance period starts 7/1/06.
- (2) Increase in performance shares previously granted for the performance period starting on 7/1/03 and based upon performance share payout formula.

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

Aggregate of 41,538.75 shares listed in Column 5 Table I includes: (a) 9,100 performance shares previously reported and subject to adjustment; (b) 3,000 restricted shares previously reported and subject to vesting; and (c) 12.37 shares acquired through the Harris Corporation 401(k) Retirement Plan from 7/5/06 through 7/19/06.

- (5) Of the 16,500 shares granted on this 8/25/06 stock option, 8,250 shares are exercisable on 8/25/07, 4,125 shares are exercisable on 8/25/08, and 4,125 shares are exercisable on 8/25/09.

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.

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