

KATEN KAREN L
Form 4
August 13, 2010

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 *
KATEN KAREN L

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)
425 E. 58TH STREET, #22D
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/11/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10022

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
Common Stock, Par Value \$1.00	08/11/2010		M		4,228	A	\$ 14.31	14,228	D
Common Stock, Par Value \$1.00	08/11/2010		M		4,228	A	\$ 15.92	18,456	D
Common Stock, Par Value \$1.00	08/11/2010		M		4,228	A	\$ 12.64	22,684	D

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Common
 Stock, Par Value 08/11/2010 S 12,684 D 44.5814 10,000 D
 \$1.00 (1)

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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 14.31	08/11/2010		M	4,228	10/27/2003 10/27/2010	Common Stock, Par Value \$1.00	4,228
Non-Qualified Stock Option (Right to Buy)	\$ 15.92	08/11/2010		M	4,228	10/26/2004 10/26/2011	Common Stock, Par Value \$1.00	4,228
Non-Qualified Stock Option (Right to Buy)	\$ 12.64	08/11/2010		M	4,228	10/25/2005 10/25/2012	Common Stock, Par Value \$1.00	4,228

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KATEN KAREN L 425 E. 58TH STREET, #22D NEW YORK, NY 10022	X			

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Karen L.
Katen

08/13/2010

__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).

The price reported in Column 4 for the sale of 12,684 shares is a weighted average sale price of \$44.5814. The sale prices ranged from (1) \$44.505 to \$44.71. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each price within the range.

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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