

FOX SHELDON J
Form 4
August 22, 2017

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)
08/21/2017

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, Par Value \$1.00	08/21/2017		M ⁽¹⁾		19,400	A	\$ 42.87 73,092.38
Common Stock, Par Value \$1.00	08/21/2017		S ⁽¹⁾		16,397	D	\$ 118.13 56,695.38
Common Stock, Par Value \$1.00	08/21/2017		S ⁽¹⁾		3,003	D	\$ 118.73 53,692.38

Common Stock, Par Value \$1.00	08/21/2017	<u>M</u> ⁽¹⁾	30,900	A	\$ 37.69	84,592.38	D
Common Stock, Par Value \$1.00	08/21/2017	<u>S</u> ⁽¹⁾	25,000	D	\$ 118.14 <u>(4)</u>	59,592.38	D
Common Stock, Par Value \$1.00	08/21/2017	<u>S</u> ⁽¹⁾	5,900	D	\$ 118.72 <u>(5)</u>	53,692.38 ⁽⁶⁾	D

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 and Amount Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (Right to Buy)	\$ 42.87	08/21/2017		<u>M</u> ⁽¹⁾	19,400	08/27/2013	08/27/2020	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (Right to Buy)	\$ 37.69	08/21/2017		<u>M</u> ⁽¹⁾	30,900	08/26/2014	08/26/2021	Common Stock, Par Value \$1.00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
				SVP, Integration & Engineering

FOX SHELDON J
HARRIS CORPORATION
1025 WEST NASA BOULEVARD
MELBOURNE, FL 32919

Signatures

/s/ Sheldon J.

Fox

08/22/2017

**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 exercises of options and sales of the underlying 50,300 shares on August 21, 2017 as reported on this Form 4 were executed pursuant to a sale plan adopted by the reporting person on May 19, 2017, pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.

(2) The price reported in Column 4 is a weighted average sale price. The 16,397 shares were sold in multiple transactions at prices ranging from \$117.46 to \$118.46 and a weighted average sale price of \$118.13. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(3) The price reported in Column 4 is a weighted average sale price. The 3,003 shares were sold in multiple transactions at prices ranging from \$118.47 to \$119.01 and a weighted average sale price of \$118.73. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(4) The price reported in Column 4 is a weighted average sale price. The 25,000 shares were sold in multiple transactions at prices ranging from \$117.48 to \$118.48 and a weighted average sale price of \$118.14. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(5) The price reported in Column 4 is a weighted average sale price. The 5,900 shares were sold in multiple transactions at prices ranging from \$118.50 to \$118.99 and a weighted average sale price of \$118.72. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(6) Aggregate of 53,692.38 shares listed in Column 5 of Table I includes: (a) 4,879 restricted shares previously reported; (b) 58.36 shares acquired through the Harris Corporation 401(k) Retirement Plan ("Plan") from 12/16/16 through 5/31/17; (c) 413.87 shares acquired through a broker dividend reinvestment program from 3/24/17 through 6/16/17; and (c) a reduction of a .98 share due to rounding of previous reports by the Plan's record keeper.

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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