HARRIS CORP /DE/
Form 4
August 12, 2005

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

**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

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0287 |
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MASSARI CHESTER A

(Last) (First) (Middle)

RF COMMUNICATIONS DIVISION, 1680 UNIVERSITY AVENUE

(Street)

ROCHESTER, NY 14610

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2005

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)
President - RFCD

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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, Par Value $1.00 | 08/10/2005 | | M | | 12,000 (1) | A | $ 24 | 97,721.26 | D | |
| Common Stock, Par Value $1.00 | 08/10/2005 | | F | | 8,000 (1) | D | $ 36 | 89,721.26 | D | |
| Common Stock, Par Value | 08/10/2005 | | F | | 1,786 (1) | D | $ 36 | 87,935.26 | D | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| $1.00 | | | | | | | | |
| Common Stock, Par Value $1.00 | 08/10/2005 | M | 3,516 (1) | A | $ 18.715 | 91,451.26 | D | |
| Common Stock, Par Value $1.00 | 08/10/2005 | F | 1,827 (1) | D | $ 36 | 89,624.26 | D | |
| Common Stock, Par Value $1.00 | 08/10/2005 | F | 753 (1) | D | $ 36 | 88,871.26 | D | |
| Common Stock, Par Value $1.00 | 08/10/2005 | M | 4,924 (1) | A | $ 26.855 | 93,795.26 | D | |
| Common Stock, Par Value $1.00 | 08/10/2005 | F | 3,673 (1) | D | $ 36 | 90,122.26 | D | |
| Common Stock, Par Value $1.00 | 08/10/2005 | F | 558 (1) | D | $ 36 | 89,564.26 | D | |
| Common Stock, Par Value $1.00 | 08/10/2005 | M | 3,240 (1) | A | $ 26.855 | 92,804.26 | D | |
| Common Stock, Par Value $1.00 | 08/10/2005 | F | 2,416 (1) | D | $ 36 | 90,388.26 | D | |
| Common Stock, Par Value $1.00 | 08/10/2005 | F | 367 (1) | D | $ 36 | 90,021.26 (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 Amou Underlying Secur (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am or Nu of S |
| Non-Qualified Stock Option (right to buy) | $ 24 | 08/10/2005 | | M | | | 12,000 (3) | (4) | 08/27/2011 | Common Stock, Par Value $1.00 | 12 |
| Non-Qualified Option (right to buy) | $ 18.715 | 08/10/2005 | | M | | | 3,516 (3) | 04/30/2004 | 08/25/2005 | Common Stock, Par Value $1.00 | 3, |
| Non-Qualified Stock Option (right to buy) | $ 26.855 | 08/10/2005 | | M | | | 4,924 (3) | 03/22/2005 | 08/22/2013 | Common Stock, Par Value $1.00 | 4, |
| Non-Qualified Stock Option (right to buy) | $ 26.855 | 08/10/2005 | | M | | | 3,240 (3) | 03/22/2005 | 08/24/2011 | Common Stock, Par Value $1.00 | 3, |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| MASSARI CHESTER A<br>RF COMMUNICATIONS DIVISION<br>1680 UNIVERSITY AVENUE<br>ROCHESTER, NY 14610 | | | President - RFCD | |

# Signatures

| | |
|---|---|
| By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Chester A. Massari | 08/12/2005 |
| **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.

**(2)** Aggregate of 90,021.26 shares listed in Column 5 of Table I includes 28,000 performance shares previously reported (adjusted to reflect the March 30, 2005 2-for-1 stock split paid in the form of a stock dividend to all holders of record of common stock on March 14, 2005) and subject to adjustment, 88.14 shares acquired through the Harris Corporation 401(k) Retirement Plan from 11/17/04 through 6/22/05, 189.16 shares acquired through the Harris Corporation Dividend Reinvestment Plan from 12/3/04 through 6/10/05, and a reduction of 1.37 shares to reflect "rounding" of prior reports from the plan's record keeper.

**(3)** Pursuant to the anti-dilution provisions of the Corporation's Stock Incentive Plan, all options outstanding on 3/30/05 became exercisable for twice as many shares at an exercise price of 50% of the then effective exercise price.

**(4)** Of the 24,000 shares granted on this 8/27/04 stock option, 12,000 shares are exercisable on 6/30/05, 6,000 shares are exercisable on 8/27/06, and 6,000 shares are exercisable on 8/27/07.

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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