PEARSON DANIEL R
Form 4
August 31, 2010

FORM 4

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
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
PEARSON DANIEL R

(Last) (First) (Middle)

CORPORATE HEADQUARTERS, 1025 W. 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)
08/27/2010

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)
Exec. VP and COO

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	08/27/2010		A		11,200 (1)	A	$ 0	81,210.58	D	
Common Stock, Par Value $1.00	08/27/2010		A		1,050 (2)	A	$ 0	82,260.58	D	
Common Stock, Par Value	08/27/2010		F		1,914 (3)	D	$ 42.87	80,346.58 (4)	D	

$1.00

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 Amoun Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (Right to Buy)	$ 42.87	08/27/2010		A		40,000		(5)	08/27/2020	Common Stock, Par Value $1.00	40,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEARSON DANIEL R CORPORATE HEADQUARTERS 1025 W. NASA BOULEVARD MELBOURNE, FL 32919			Exec. VP and COO	

Signatures

/s/ Daniel R. Pearson	08/31/2010
**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).

(1) Grant of performance shares pursuant to the Harris Corporation 2005 Equity Incentive Plan. Performance shares are subject to future adjustment; performance period starts 7/3/10.

(2) Increase in performance shares granted 8/24/07 based upon performance share payout formula.

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

(4) Aggregate of 80,346.58 shares listed in Column 5 of Table I includes: (a) 14,000 restricted shares previously reported and subject to vesting; (b) 21,900 performance shares previously reported and subject to adjustment; and (c) a .64 share acquired through the Harris Corporation Dividend Reinvestment Plan from 12/4/10 to 6/11/10.

(5) Of the 40,000 shares granted on this 8/27/10 stock option, 13,334 shares are exercisable on 8/27/11, 13,333 shares are exercisable on 8/27/12, and 13,333 shares are exercisable on 8/27/13.

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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