

HARRIS CORP /DE/
Form 11-K
November 12, 2009

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 11-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the fiscal year ended July 3, 2009

OR

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the transition period from _____ to _____

Commission file number 1-3863

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Harris Corporation Retirement Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Harris Corporation
1025 West NASA Blvd.
Melbourne, Florida 32919

Table of Contents

**HARRIS CORPORATION
RETIREMENT PLAN
Audited Financial Statements and Supplemental Schedule
July 3, 2009 and June 27, 2008 and
for the Fiscal Year Ended July 3, 2009**

HARRIS CORPORATION RETIREMENT PLAN

July 3, 2009 and June 27, 2008

Table of Contents

<u>Report of Independent Registered Public Accounting Firm</u>	1
<u>Audited Financial Statements:</u>	
<u>Statements of Net Assets Available for Benefits at July 3, 2009 and June 27, 2008</u>	2
<u>Statement of Changes in Net Assets Available for Benefits for the Fiscal Year Ended July 3, 2009</u>	3
<u>Notes to the Financial Statements</u>	4
<u>Supplemental Information:</u>	
<u>Schedule H, Line 4(i) Schedule of Assets (Held at End of Year)</u>	12
<u>Signature</u>	33
<u>Exhibits:</u>	
<u>EX-23.1 - Consent of Ernst & Young LLP</u>	

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Participants and the Harris Corporation Employee Benefits Committee
Harris Corporation Retirement Plan

We have audited the accompanying statements of net assets available for benefits of Harris Corporation Retirement Plan as of July 3, 2009 and June 27, 2008, and the related statement of changes in net assets available for benefits for the year ended July 3, 2009. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at July 3, 2009 and June 27, 2008, and the changes in its net assets available for benefits for the year ended July 3, 2009, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of July 3, 2009 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP
Independent Certified Public Accountants

Jacksonville, Florida
November 12, 2009

Table of Contents**HARRIS CORPORATION RETIREMENT PLAN**

Statements of Net Assets Available for Benefits at July 3, 2009 and June 27, 2008

	July 3, 2009	June 27, 2008
ASSETS		
Investments at fair value:		
Interest bearing cash	\$ 5,317,038	\$ 8,453,397
Preferred stocks	589,225	3,064,877
Common stocks	375,924,133	568,219,296
Registered investment companies	293,674,583	312,401,934
Common/collective trust funds	1,278,465,558	1,655,664,075
Synthetic guaranteed investment contract wrappers	138,918	379,413
Corporate bonds and debentures	44,490,995	360,989
Municipal and provincial bonds	840,514	
Foreign bonds	4,214,604	
U.S. Government securities	132,842,712	
Participant loans	36,636,578	33,500,965
Total investments at fair value	2,173,134,858	2,582,044,946
Receivables:		
Contributions receivable:		
Employer	1,050,389	8,285,010
Participants	8,484,687	5,344,500
Accrued interest and dividends	2,087,647	48,556
Due from broker for securities sold	12,375,906	1,280,612
Total receivables	23,998,629	14,958,678
Total assets	2,197,133,487	2,597,003,624
LIABILITIES		
Accrued expenses	338,572	508,472
Due to broker for securities purchased	23,751,743	793,347
Total liabilities	24,090,315	1,301,819
Net assets available for benefits at fair value	2,173,043,172	2,595,701,805
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	26,928,225	14,407,298
Net assets available for benefits	\$ 2,199,971,397	\$ 2,610,109,103

The accompanying notes are an integral part of these financial statements.

2

Table of Contents**HARRIS CORPORATION RETIREMENT PLAN**Statement of Changes in Net Assets Available for Benefits
for the Fiscal Year Ended July 3, 2009

	July 3, 2009
Additions to net assets attributed to:	
Investment income:	
Interest	\$ 5,974,597
Dividends	10,783,032
Total	16,757,629
Contributions:	
Participant rollovers	5,576,707
Employer matching	50,224,451
Participants	98,574,419
Total contributions	154,375,577
Total additions	171,133,206
Deductions from net assets attributed to:	
Net depreciation in fair value of investments	406,260,005
Benefits paid to participants	172,020,049
Administrative expenses	2,990,858
Total deductions	581,270,912
Net decrease	410,137,706
Net assets available for benefits:	
Beginning of fiscal year	2,610,109,103
End of fiscal year	\$ 2,199,971,397

The accompanying notes are an integral part of these financial statements.

Table of Contents**HARRIS CORPORATION RETIREMENT PLAN**

Notes to the Financial Statements

July 3, 2009 and June 27, 2008

NOTE 1 DESCRIPTION OF PLAN

The following description of the Harris Corporation Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

- A. **General** The Plan is a defined contribution plan with a 401(k) feature covering substantially all eligible employees of Harris Corporation and certain of its subsidiaries (collectively, the Company or Employer) as defined in the Plan document. The Plan Administrator is the Harris Corporation Employee Benefits Committee comprised of persons appointed by Harris Corporation. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).
- B. **Contributions** Participants may contribute a percentage of both pre-tax and after-tax eligible compensation, as defined in the Plan document and subject to Internal Revenue Code (the Code) limitations. After-tax contributions may be made either on a regular after-tax basis or on a designated Roth after-tax basis. Participants age 50 and older by the end of the calendar year can contribute an additional amount above the annual pre-tax limitation, as defined in the Plan document and subject to Code limitations. The Company matches up to 50% or 100% (depending on business unit) of pre-tax and after-tax contributions subject to a limit of 4% or 6% (depending on business unit) of eligible compensation for any eligible employee who has completed the Plan's service requirement (either six months or one year, depending on business unit). Full-time regular participants who make no election with respect to their contribution percentage are deemed to have elected deferment of 6% of eligible compensation on a pre-tax basis. The Company may make discretionary profit sharing contributions to the Plan in an amount determined by the Company, allocated to eligible participants based on compensation as defined in the Plan document. With respect to the fiscal year ended July 3, 2009, no profit sharing contributions were made; instead, the Company's cash-based Performance Reward Plan permitted each participant eligible for such plan to elect a special, unmatched pre-tax contribution to the Plan of 0%, 50% or 100% of the amount, if any, otherwise payable to the participant by the Company in cash under the Performance Reward Plan, subject to Code limitations. In addition, participants may rollover amounts to the Plan from other qualified plans.
- C. **Payments of Benefits** Prior to termination of employment, a participant may withdraw all or any portion of his or her regular after-tax account balance or rollover balance. A participant may also receive a distribution while employed for financial hardship, as defined in the Plan document, upon attainment of age 59½ or in certain cases, in connection with active military duty. Upon retirement or other termination of employment, a participant may elect to receive either a lump-sum amount equal to all or a portion of the participant's vested interest in his or her account, or installments over a future period.
- D. **Participant Loans** The loan program permits participants to borrow against their pre-tax, regular after-tax, designated Roth after-tax and rollover contributions. A participant may borrow in increments of \$100 from a minimum of \$500 to a maximum of 50% of the vested portion of the participant's account or \$50,000 whichever is lower, within certain limitations established by the Plan document. Payback periods range from one to five years unless the loan is to be used for the purchase of a principal residence, in which case the payback period may not exceed ten years. Interest rates are established by the Company based on market rates. Loans are paid back ratably through payroll deductions (or, if the participant is not receiving paychecks, then they are paid back by personal, certified or cashier's check, money order or electronic transfer). The outstanding loans have been established as a separate fund.
- E. **Participant Accounts** Each participant's account is credited with the participant's contribution, including the contribution, if any, in respect of the participant's election under the Company's cash-based Performance Reward Plan, and allocations of (a) the Company's matching contribution, (b) the Company's discretionary profit sharing

contribution, if any, and (c) Plan earnings, and is charged with an allocation of Plan losses and administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Table of Contents**HARRIS CORPORATION RETIREMENT PLAN**

Notes to the Financial Statements (continued)

July 3, 2009 and June 27, 2008

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

F. **Vesting** Participants are immediately vested in their pre-tax, regular after-tax, designated Roth after-tax and rollover contributions plus earnings thereon. Vesting in the Employer matching and any profit sharing contributions, plus earnings thereon, is based on years of service, as defined in the Plan document. A participant is 100% vested after four years of credited service, based on the following schedule:

Years of Service	Vesting Percentage
Less than 1 year	0%
1 year	25%
2 years	50%
3 years	75%
4 years	100%

However, certain vesting schedules applicable to assets merged into the Plan have been preserved, as legally required, and may result in the vesting of Employer contributions more quickly than described above.

A participant also becomes 100% vested in Employer contributions upon his or her termination of employment after attaining age 55 or on account of his or her death or disability.

G. **Forfeitures** A terminated participant who is not 100% vested will forfeit the non-vested portion of the Company's contributions unless the participant returns to employment within five years. The forfeited contributions are used first, to restore the accounts of recently located missing participants, as defined in the Plan document; next, to restore the accounts of participants who are reemployed prior to incurring a break in service of five consecutive years; next, to fund any matching or profit sharing contributions to be allocated to participants who are reemployed after a period of qualified military service, as defined in the Plan document; and finally, to reduce future contributions to the Plan by the Company. Forfeited amounts included in Plan assets at July 3, 2009 and June 27, 2008 were \$406,710 and \$315,913, respectively. For the fiscal years ended July 3, 2009 and June 27, 2008, Employer contributions were reduced by \$573,127 and \$1,600,000, respectively, from forfeited non-vested accounts.

H. **Plan Termination** Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

I. **Investment Options** Upon enrollment into the Plan, a participant may direct Employer and participant contributions into any of several investment options, including the Harris Stock Fund. A participant may transfer amounts from other investment options into the Harris Stock Fund, provided that no transfer shall cause more than 20% of a participant's account to be invested in the Harris Stock Fund. The investment options are fully described in the Employer Summary Plan Description, which is available to all participants. In the event no investment option is selected by the participant, the default investment option for contributions is the LifeCycle Fund that is age-appropriate for the participant. Elections to change funds can be made daily; however, amounts in the Stable Value Fund cannot be transferred directly to the Money Market Fund. Investments are also governed by other limitations described in the Plan document and the Employer Summary Plan Description.

Table of Contents**HARRIS CORPORATION RETIREMENT PLAN**

Notes to Financial Statements (continued)

July 3, 2009 and June 27, 2008

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting The accounting records of the Plan are maintained on the accrual basis. Certain prior year data have been reclassified to conform to the fiscal 2009 presentation.

Recent Accounting Pronouncement In April 2009, the Financial Accounting Standards Board (FASB) issued a Staff Position (FSP FAS 157-4) that was intended to provide additional application guidance and enhance disclosures about fair value measurements. FSP FAS 157-4 clarifies the objective and method of fair value measurement even when there has been a significant decrease in market activity for the asset being measured. FSP FAS 157-4 is effective for financial statements issued for periods ending after June 15, 2009. The Plan adopted FSP FAS 157-4 as of June 28, 2008 for fiscal 2009 subsequent to the end of the Plan s fiscal 2008 on June 27, 2008. The Plan s financial statements were not materially impacted by FSP FAS 157-4.

Valuation of Investments The Plan s investments are stated at fair value. Quoted market prices are used, when available, to value investments. Investments for which quoted market values are not available are stated at fair values as reported by the trustee or investee company. Participant loans are valued at their outstanding balances, which approximate fair value. See Note 7 Financial Instruments below for further information on the valuation of investments.

Synthetic Guaranteed Investment Contracts During fiscal 2009 and fiscal 2008, the Plan held synthetic guaranteed investment contracts (synthetic GICs) in its Stable Value Fund (the Fund). A corresponding contract wrapper with the issuer of the synthetic GICs was also held in order to provide a variable rate of return on the cost of the investment. The fair value of the synthetic GICs was determined using a discounted cash flow method or quoted market value of underlying investments. The fair value of the contract wrappers was based on the present value of the difference between the current fee and fee re-bids provided by the issuers and was \$138,918 and \$379,413 at July 3, 2009 and June 27, 2008, respectively. The Plan values all investments at fair value. See Note 7 Financial Instruments for further discussion of fair value measurements.

The interest crediting rate of synthetic GICs is based on the contract value, and the fair value, duration and yield to maturity of the portfolio of bonds underlying the synthetic GICs. The interest crediting rate is reset quarterly. The minimum crediting rate is zero percent.

The interest crediting rate reset allows the contract value to converge with the fair value of the underlying portfolio over time, assuming the portfolio continues to earn the current yield for a period of time equal to the current portfolio duration.

The primary variables impacting the future interest crediting rates of synthetic GICs include the current yield of the assets underlying the contract, the duration of the assets underlying the contract and the existing difference between the fair value and contract value of the assets within the contract.

The investments in synthetic GICs are presented at fair value on the Statements of Net Assets Available for Benefits. To the extent that the underlying portfolio of a synthetic GIC has unrealized and/or realized losses, a positive adjustment is made to the adjustment from fair value to contract value under contract value accounting. As a result, the future interest crediting rate may be lower over time than the then-current market rates. Similarly, if the underlying portfolio generates unrealized and/or realized gains, a negative adjustment is made to the adjustment from fair value to contract value, and the future interest crediting rate may be higher than the then-current market rates. The adjustments ensure that ending net assets available for benefits are recorded at contract value and reflect the unrealized and/or realized gains and losses on the underlying portfolio of synthetic GICs.

Synthetic GICs generally provide for withdrawals associated with certain events which are not in the ordinary course of Plan operations. These withdrawals are paid with a market value adjustment applied to the withdrawal as defined in the investment contract. Each contract issuer specifies the events which may trigger a market value adjustment. Such events include but are not limited to the following: material amendments to the Plan or in the administration of the Fund; changes to the Plan s competing investment options including the elimination of equity wash provisions; complete or partial termination of the Plan; the failure of the Plan to qualify for exemption from federal income taxes

or any required prohibited transaction exemption under ERISA; the redemption of all or a portion of the interests in the Fund held by the Plan at the direction of the Plan sponsor, including withdrawals due to the removal of a specifically identifiable group of employees from coverage under the Plan (such as a group layoff or early retirement incentive program), the closing or sale of a subsidiary, employing unit or affiliate, the bankruptcy or insolvency of the Plan sponsor, the merger of the Plan with another plan, or the Plan sponsor's establishment of another tax qualified defined contribution plan; any change in law, regulation, ruling, administrative or judicial position or accounting requirement, applicable to the Fund or the Plan; or the delivery of any communication to Plan participants designed to influence a participant not to invest in the Fund.

At this time, the Plan does not believe that the occurrence of any such market value adjustment-triggering event, which would limit the Plan's ability to transact at contract value with participants, is probable.

Table of Contents**HARRIS CORPORATION RETIREMENT PLAN**

Notes to Financial Statements (continued)

July 3, 2009 and June 27, 2008

If the Plan defaults in its obligations under any synthetic GIC (including the issuer's determination that the agreement constitutes a non-exempt prohibited transaction as defined under ERISA), and such default is not corrected within the time permitted by the contract, then the contract may be terminated by the issuer and the Plan will receive the fair value of the underlying investments as of the date of termination. With the exception of this circumstance, termination of the contract by the issuer would be settled at contract value.

The average yield based on actual earnings was approximately 4.49% at July 3, 2009 and 5.28% at June 27, 2008. The average yield based on interest rate credited to participants was approximately 2.61% at July 3, 2009 and 4.79% at June 27, 2008.

Use of Estimates The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Administrative Expenses Unless otherwise elected by Harris Corporation, all reasonable charges and expenses incurred in connection with the administration of the Plan are paid by the Trustee from the assets of the trust.

NOTE 3 INVESTMENTS

During the fiscal year ended July 3, 2009, the Plan's investments (including investments bought, sold and held during the fiscal year) depreciated in value as follows:

	July 3, 2009
Net depreciation in fair value as determined by quoted market prices:	
Preferred stocks	\$ 116,621
Common stocks	(179,970,564)
Registered investment companies	(50,203,452)
Corporate bonds and debentures	2,079,377
Municipal and provincial bonds	(11,164)
Foreign bonds	25,112
U.S. Government securities	(212,531)
	(228,176,601)
Net depreciation in fair value as determined by investee company/trustee:	
Common/collective trust funds	(178,083,404)
	(178,083,404)
Total net depreciation in fair value	\$ (406,260,005)

The fair value of individual investments that represent 5% or more of Plan net assets at July 3, 2009 and June 27, 2008 is as follows:

	July 3, 2009	June 27, 2008
MFB NTGI-QM Collective Daily Russell 1000 Equity Index Fund	\$ 140,768,383	\$ 251,003,015
MFB NTGI-QM Collective Daily S&P500 Equity Index Fund	*	230,213,288
MFO Bank of New York Collective TR Aggregate Index Fund		247,919,593

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MFO Columbia FDS SER TR Intl. Fund		189,658,204
MFO Prin Global Invs COLTV Invt TR Diversified Intl Eqty FD 50 BP Fee CL	130,518,412	
Galliard Capital Management Wells Fargo Bank NA Fixed Income Fund A	111,711,375	133,038,313
Galliard Capital Management Wells Fargo Bank NA Fixed Income Fund D	124,245,294	
Galliard Capital Management Wells Fargo Bank NA Fixed Income Fund E	111,368,009	151,430,213
Galliard Capital Management Wells Fargo Bank NA Fixed Income Fund F	271,924,287	242,687,071
Harris Corporation common stock	*	129,814,846

* Investment was below 5% of Plan net assets at fiscal year end.

Table of Contents**HARRIS CORPORATION RETIREMENT PLAN**

Notes to Financial Statements (continued)

July 3, 2009 and June 27, 2008

NOTE 4 RELATED-PARTY TRANSACTIONS

Certain Plan investments are shares of common stock of Harris Corporation and balances in a common/collective trust fund that are managed by Northern Trust. Harris Corporation is the Plan sponsor and Northern Trust is the Trustee and, therefore, these transactions qualify as exempt party-in-interest transactions.

Harris Corporation common stock is included with other common stock at July 3, 2009 and June 27, 2008 as follows:

	July 3, 2009		June 27, 2008	
	Shares	Fair Value	Shares	Fair Value
Harris Corporation common stock	2,526,121	\$ 72,221,799	2,536,437	\$ 129,814,846

Transactions in shares of the Company's common stock qualify as exempt party-in-interest transactions under the provisions of ERISA. During the fiscal year ended July 3, 2009, the Plan made purchases of \$13,610,124 and sales of \$14,579,929 of the Company's common stock.

At the start of trading on May 27, 2009, the Company completed the spin-off to its shareholders of all the shares of Harris Stratex Networks, Inc. (HSTX) common stock owned by the Company. The distribution of the approximately 55.8% of the outstanding shares of HSTX owned by the Company was made on May 27, 2009 to the Company's shareholders of record on May 13, 2009, the record date for the spin-off (the Record Date). The Plan account of each participant of the Plan with shares of Harris common stock credited to his or her Plan account was credited with 0.248418 of a share of HSTX Class A common stock for each share of Harris Corporation common stock credited to his or her Plan account at 5:30 p.m. Eastern Time on the Record Date. During the fiscal year ended July 3, 2009, the Plan received in connection with the spin-off 602,592 shares of HSTX Class A common stock with a value of \$5.26 per share at no cost to the Plan participants. All HSTX shares were subsequently sold and the \$3,142,564 in proceeds from the sale was credited to the respective participant accounts. There were no HSTX shares held by the Plan as of July 3, 2009.

NOTE 5 INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated April 21, 2004, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan has been amended and restated and further amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan sponsor has indicated that it will take the necessary steps, if any, to bring the Plan's operations in compliance with the Code.

NOTE 6 CREDIT RISKS AND UNCERTAINTIES

Cash amounts at the Trustee may exceed the federally insured limit from time to time. The Plan provides for investments in various investment securities, which, in general, are exposed to certain risks, such as interest rate, credit and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term, and such changes could materially affect participant account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

NOTE 7 FINANCIAL INSTRUMENTS

The Plan adopted FASB Statement of Financial Accounting Standards No. 157 Fair Value Measurements (SFAS 157) on June 28, 2008 for all financial assets and liabilities and nonfinancial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). SFAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. SFAS 157 defines fair value as the price that would be received upon sale of an asset or paid upon transfer of a liability in an orderly transaction between market participants at the measurement date and in the principal or most advantageous market for that asset or liability. The fair value should be calculated based on assumptions that market

participants would use in pricing the asset or liability, not on assumptions specific to the entity. In addition, the fair value of liabilities should include consideration of nonperformance risk including the Plan's own credit risk. In addition to defining fair value, SFAS 157 expands the disclosure requirements around fair value and establishes a fair value hierarchy for valuation inputs. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market. Each fair value measurement is reported in one of the three levels which is determined by the lowest level input that is significant to the fair value measurement in its entirety. These levels are:

Level 1 inputs are based upon unadjusted quoted prices for identical instruments traded in active markets.

Level 2 inputs are based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques that include option pricing models, discounted cash flow models and similar techniques for which some or all significant assumptions are not observable.

Table of Contents**HARRIS CORPORATION RETIREMENT PLAN**

Notes to Financial Statements (continued)

July 3, 2009 and June 27, 2008

NOTE 7 FINANCIAL INSTRUMENTS (Continued)

The following section describes the valuation methodologies the Plan uses to measure financial assets at fair value. In general, and where applicable, the Plan uses quoted prices in active markets for identical assets to determine fair value. This pricing methodology applies to the Plan's Level 1 assets which include interest bearing cash, preferred stocks, common stocks, registered investment companies, U.S. Government securities, corporate bonds and debentures, municipal and provincial bonds and foreign bonds. If quoted prices in active markets for identical assets are not available to determine fair value, then the Plan uses quoted prices for similar assets or inputs other than the quoted prices that are observable either directly or indirectly. These assets are included in Level 2 and consist primarily of common/collective trust funds and synthetic guaranteed investment contract wrappers. Assets for which fair value is determined by management using assumptions that market participants would use in pricing assets are included in Level 3 and consist of loans to participants.

Assets Measured at Fair Value on a Recurring Basis

Assets measured at fair value on a recurring basis at July 3, 2009, are as follows:

	Level 1	Level 2	Level 3	Total
Assets				
Interest bearing cash	\$ 5,317,038	\$	\$	\$ 5,317,038
Preferred stocks	589,225			589,225
Common stocks	375,924,133			375,924,133
Registered investment companies	293,674,583			293,674,583
Common/collective trust funds		1,278,465,558		1,278,465,558
Synthetic guaranteed investment contract wrappers		138,918		138,918
Corporate bonds and debentures	44,490,995			44,490,995
Municipal and provincial bonds	840,514			840,514
Foreign bonds	4,214,604			4,214,604
U.S. Government securities	132,842,712			132,842,712
Participant loans			36,636,578	36,636,578
Total Assets Measured at Fair Value	\$ 857,893,804	\$ 1,278,604,476	\$ 36,636,578	\$ 2,173,134,858

Table of Contents**HARRIS CORPORATION RETIREMENT PLAN**

Notes to Financial Statements (continued)

July 3, 2009 and June 27, 2008

NOTE 7 FINANCIAL INSTRUMENTS (Continued)

Summary of changes in the fair value of the Plan's level 3 assets for the fiscal year ended July 3, 2009:

	Participant loans
Balance as of June 27, 2008	\$ 33,500,965
Issuances, repayments and settlements, net	3,135,613
Balance as of July 3, 2009	\$ 36,636,578

The fair value of participant loans is based on the collective face value of all participant loans outstanding at the end of the fiscal year, in accordance with the terms in the respective loan agreements.

NOTE 8 RECONCILIATION OF PLAN FINANCIAL STATEMENTS TO THE FORM 5500

Form 5500 requires the recording of a liability for benefit amounts processed prior to year-end but not yet paid and requires fully benefit-responsive contracts to be reported at fair value. These requirements conflict with accounting principles generally accepted in the United States and the presentation of such amounts in the financial statements where they remain as part of net assets available for benefits.

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at July 3, 2009 and at June 27, 2008:

	July 3, 2009	June 27, 2008
Net assets available for benefits per the financial statements	\$ 2,199,971,397	\$ 2,610,109,103
Benefits due to participants	(133,366)	(251,175)
Adjustment to fair value from contract value for fully benefit-responsive investment contracts	(26,928,225)	(14,407,298)
Net assets available for benefits per the Form 5500	\$ 2,172,909,806	\$ 2,595,450,630

Table of Contents**HARRIS CORPORATION RETIREMENT PLAN**

Notes to Financial Statements (continued)

July 3, 2009 and June 27, 2008

NOTE 8 RECONCILIATION OF PLAN FINANCIAL STATEMENTS TO THE FORM 5500 (Continued)

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500 for the year ended July 3, 2009:

Benefits paid to participants per the financial statements	\$ 172,020,049
Add: benefits due but unpaid at July 3, 2009	133,366
Less: benefits due but unpaid at June 27, 2008	(251,175)
 Total benefit payments, corrective distributions and deemed distributions per the Form 5500	 \$ 171,902,240

The following is a reconciliation of investment income per the financial statements to the Form 5500 for the fiscal year ended July 3, 2009:

Net decreases in Plan assets per the financial statements	\$ (410,137,706)
Adjustment to fair value from contract value for fully benefit-responsive investment contracts	(12,520,927)
Benefits due but unpaid at July 3, 2009	(133,366)
Benefits due but unpaid at June 27, 2008	251,175
 Net loss per the Form 5500	 \$ (422,540,824)

Table of Contents

SUPPLEMENTAL INFORMATION
Harris Corporation Retirement Plan
E.I.N. 34-0276860
Plan Number 015
Schedule H, Line 4(i)
Schedule of Assets (Held at End of Year)
July 3, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value <i>(In Shares/Par Value except Participant Loans)</i>	(d) Cost	(e) Current Value
	Value of Interest in Preferred Stocks			
	ADR PETROLEO BRASILEIRO SA PETROBRAS NON VTG	18500		\$ 589,225
	Total Value of Interest in Preferred Stocks			\$ 589,225
	Value of Interest in Interest Bearing Cash			
	Interest bearing cash	5317038		\$5,317,038
	Total Value of Interest in Interest Bearing Cash			\$5,317,038

Table of Contents

Harris Corporation Retirement Plan
E.I.N. 34-0276860
Plan Number 015
Schedule H, Line 4(i)
Schedule of Assets (Held at End of Year) (continued)
July 3, 2009

(a)	(b)	(c)	(d)	(e)
Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value <i>(In Shares/Par Value except Participant Loans)</i>	Maturity Date, Rate of Interest, Collateral, Par or Maturity Value <i>(In Shares/Par Value except Participant Loans)</i>	Cost	Current Value
	Value of Interest in Common Stocks			
	1ST HORIZON NATL CORP COM	26930		\$ 302,963
	1ST NIAGARA FINL GROUP INC NEW COM	35576		400,942
	3M CO COM	51300		3,090,825
	ABRAXIS BIOSCIENCE INC NEW COM			
	ACCENTURE	3950		142,911
	ACCENTURE LTD BERMUDA CLASS A			
	MAND EXCH ACCENTURE PLC 2054139 9/1/09	37523		1,243,512
	ACI WORLDWIDE INC COM STK	69388		960,330
	ADR ALLIED IRISH BKS P L C SPONSORED			
	ADRREPSTG ORD	94100		442,270
	ADR ASML HOLDING NV NY REGISTERED			
	SHS	35000		772,450
	ADR BP P L C SPONSORED ADR SPONSORED			
	ADR	51256		2,412,107
	ADR MINDRAY MED INTL LTD SPONSORED			
	ADR REPSTG CL A	28252		774,105
	ADR ROYAL DUTCH SHELL PLC			
	SPONSORED ADR REPSTG A SHS	78000		3,811,080
	AFFILIATED MANAGERS GROUP INC COM			
	STK	10777		624,527
	ALCOA INC COM STK	69700		687,242
	ALLEGHANY CORP DEL COM	1097		284,123
	ALLEGHENY TECHNOLOGIES INC COM	19914		677,474
	ALLERGAN INC COM	69900		3,269,223
	AMAZON COM INC COM	60221		4,776,730
	AMER MOVIL SAB DE C V SPONSORED ADR			
	REPSTG SER L SHS	38000		1,464,520
	AMERICAN EXPRESS CO	151700		3,378,359
	AMERICAN TOWER CORP CL A	48622		1,506,310

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AMGEN INC COM	33400	1,719,098
ANADARKO PETRO CORP COM	41000	1,753,570
ANALOG DEVICES INC COM	72000	1,778,400
ANHEUSER-BUSCH INBEV NV	27300	1,041,649
APPLE INC	44300	6,202,886
APPLIED MATERIALS INC COM	57900	644,427
ARCH CAPITAL GROUP COM STK	10329	600,735

Table of Contents

Harris Corporation Retirement Plan
E.I.N. 34-0276860
Plan Number 015
Schedule H, Line 4(i)
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July 3, 2009

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	Value of Interest in Common Stocks			
ASSURANT INC COM	24360			566,614
AT&T INC COM	162841			4,004,260
ATMEL CORP COM ATMEL CORP COM	120969			458,472
AVERY DENNISON CORP COM	43900			1,093,110
BANK NEW YORK MELLON CORP COM STK	95700			2,638,449
BANK OF AMERICA CORP	344164			4,350,233
BAXTER INTL INC COM	11300			600,595
BED BATH BEYOND INC COM	99900			2,963,034
BJ SERVICES CO	35100			449,631
BLACK & DECKER CORP COM	17500			494,025
BLOCK H & R INC COM	19500			329,355
BOEING CO COM	44600			1,821,018
BORG WARNER INC COM	19384			636,958
BRISTOL MYERS SQUIBB CO COM	81400			1,609,278
BROADCOM CORP CL A	95600			2,401,472
BROADRIDGE FINL SOLUTIONS INC COM STK	45432			740,541
CABLEVISION NY GROUP CL A COM	66600			1,230,768
CALPINE CORP COM NEW STK	46749			510,966
CAP1 FNCL COM	47700			991,683
CAREER ED CORP COM	41681			996,593
CARTER INC FORMERLY CARTER HLDGS INC TO 09/13/2003 COM	6328			146,683
CBS CORP NEW CL B	49150			323,898
CELGENE CORP COM	17800			831,794
CENTERPOINT ENERGY INC COM	13700			149,878
CHIMERA INVT CORP COM STK	106704			343,587
CHEVRON CORP COM	81478			5,248,813
CHUBB CORP COM	20400			791,928

CISCO SYSTEMS INC	44000	814,000
CME GROUP INC COM STK	5000	1,507,250
COINSTAR INC COM	23815	617,285
COMM BANCSHARES INC COM	13918	438,834
COMPASS MINERALS INTL INC COM	11847	656,324
COMPUTER SCI CORP COM	40600	1,778,280
COMVERSE TECHNOLOGY INC COM PAR \$0.10 COM PAR \$0.10	124004	1,060,234
CONCHO RES INC COM STK	25205	707,504
CONOCOPHILLIPS COM	16400	671,744
CONSOL ENERGY INC COM	19100	599,740
CONSTELLATION ENERGY GROUP INC MARYLAND COM	30800	806,652
COOPER COS INC COM NEW	9288	233,500
COOPER INDUSTRIES INC COM	34100	1,026,751
CORNING INC COM	17600	266,464
CROWN CASTLE INTL CORP COM STK	36900	900,360
CVS CAREMARK CORP COM STK	19100	593,437
D R HORTON INC COM	41900	381,290
DANAHER CORP COM	28076	1,673,891
DEERE & CO COM	48000	1,849,440

Table of Contents

Harris Corporation Retirement Plan
E.I.N. 34-0276860
Plan Number 015
Schedule H, Line 4(i)
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July 3, 2009

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<i>(In Shares/Par Value except Participant Loans)</i>				
Value of Interest in Common Stocks				
DELL INC COM STK	101800		1,320,346	
DENBURY RES INC HLDG CO COM NEW	58786		813,010	
DU PONT E I DE NEMOURS & CO COM STK	60800		1,506,624	
DUFF & PHELPS CORP NEW CL A COM STK	16597		292,937	
DUKE ENERGY CORP NEW COM STK	95700		1,378,080	
EATON CORP COM	13900		597,561	
EBAY INC COM	67900		1,109,486	
ELI LILLY & CO COM	54700		1,854,330	
ENTERGY CORP NEW COM	21300		1,590,684	
EOG RESOURCES INC COM	10900		700,107	
EURONET WORLDWIDE INC COM	63734		1,202,023	
EXPEDIA INC DEL COM	36450		546,750	
EXPEDITORS INTL WASH INC COM	19100		616,930	
EXXON MOBIL CORP COM	81426		5,576,867	
FIRST AMERN CORP CALIF COM	28094		729,882	
FIRST SOLAR INC COM	2000		308,400	
FIRSTENERGY CORP COM	20335		766,426	
FIRSTMERIT CORP COM	19803		322,595	
FLUOR CORP NEW COM	6100		297,741	
FMC TECHNOLOGIES INC COM	39500		1,438,985	
FNMA COM STK	65175		38,453	
FORTUNE BRANDS INC COM STK	68100		2,271,135	

FRKLN RES INC COM	8226	573,681
GENERAL ELECTRIC CO	369300	4,232,178
GENUINE PARTS CO COM	27100	895,926
GENZYME CORP COM	46000	2,518,500
GILEAD SCIENCES INC	33068	1,517,821
GOLDMAN SACHS GROUP INC COM	25500	3,658,995
GOOGLE INC CL A CL A	10998	4,492,573
HANOVER INS GROUP INC COM	13280	499,992
HARLEY DAVIDSON INC COM	51400	800,812
HARMAN INTL INDS INC NEW COM STK	22800	416,784
* HARRIS CORP COM	2526121	72,221,799
HENRY JACK & ASSOC INC COM	50827	1,031,280
HERSHEY CO FORMERLY HERSHEY FOODS CORP TO 04/19/2005 COM	91100	3,323,328
HOME DEPOT INC COM	132300	3,017,763
HONEYWELL INTL INC COM STK	44400	1,367,520
ICONIX BRAND GROUP INC COM	46395	699,637
ILL TOOL WKS INC COM	68600	2,484,692
INTEL CORP COM	110100	1,840,872
INTERCONTINENTALEXCHANGE INC COM	23000	2,510,220
INTL FLAVORS & FRAGRANCES INC COM	47700	1,509,705
INTL PAPER CO COM	131596	1,952,885

Table of Contents

Harris Corporation Retirement Plan
E.I.N. 34-0276860
Plan Number 015
Schedule H, Line 4(i)
Schedule of Assets (Held at End of Year) (continued)
July 3, 2009

(a)	(b)	(c)	(d)	(e)
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Value of Interest in Common Stocks				
INTUITIVE SURGICAL INC COM NEW STK	17600		2,793,296	
IRON MTN INC COM STK	28000		793,520	
JOHNSON & JOHNSON COM	34200		1,914,516	
JPMORGAN CHASE & CO COM	220224		7,106,628	
JUNIPER NETWORKS INC COM	79279		1,867,020	
KEY ENERGY SVCS INC	105979		597,722	
KEYCORP NEW COM	126100		645,632	
KIMBERLY-CLARK CORP COM	27100		1,434,403	
KOHL'S CORP COM	12948		534,105	
KRAFT FOODS INC CL A	64000		1,661,440	
LAS VEGAS SANDS CORP COM STK	184500		1,357,920	
LEGG MASON INC COM	25100		602,400	
LINCOLN NATL CORP COM	79823		1,285,949	
LIONS GATE ENTMT CORP COM NEW	125701		678,785	
LIVE NATION INC COM	45561		200,468	
LOCKHEED MARTIN CORP COM	6000		477,120	
LOWES COS INC COM	22000		409,640	
MACYS INC COM STK	48600		534,600	
MAGELLAN HLTH SVCS INC COM NEW	25267		813,850	
MARRIOTT INTL INC NEW COM STK CL A	103380		2,107,920	
MARSH & MCLENNAN CO S INC COM	109700		2,146,829	
MARSHALL & ILSLEY CORP NEW COM STK	56800		264,688	
MARVELL TECH GROUP COM USD0.002	84950		991,367	
MASCO CORP COM	114200		1,039,220	
MASTERCARD INC CL A	4600		764,888	
MATTEL INC COM	81400		1,269,840	
MC CORMICK & CO INC COM NON-VTG	27700		908,560	
MCGRAW HILL COMPANIES INC COM	78600		2,309,268	
MCKESSON CORP	20200		871,024	

MEADWESTVACO CORP COM	60800	981,920
MEDCO HEALTH SOLUTIONS INC COM	32700	1,483,926
MERCK & CO INC COM	75000	2,025,750
METROPCS COMMUNICATIONS INC COM	20800	253,344
MGM MIRAGE COM	98900	585,488
MI DEVS INC CL A SUB VTG SHS COM STK	2313	18,250
MICROSOFT CORP COM	189747	4,434,387
MONEYGRAM INTL INC COM	182813	429,611
MONSANTO CO NEW COM	27800	2,000,488
MOODYS CORP COM	31000	796,080
MORGAN STANLEY COM STK USD0.01	8257	222,856
MURPHY OIL CORP COM	52700	2,724,590
NATIONAL OILWELL VARCO COM STK	86000	2,652,240
NBTY INC COM	59090	1,655,111
NEW YORK TIMES CO CL A ISIN NE #US6501111073	99200	534,688
NIKE INC CL B CL B	23000	1,174,310
NISOURCE INC COM	142800	1,676,472
NORFOLK SOUTHN CORP COM	6800	250,920
NRG ENERGY INC COM NEW	50000	1,240,000

Table of Contents

Harris Corporation Retirement Plan
E.I.N. 34-0276860
Plan Number 015
Schedule H, Line 4(i)
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July 3, 2009

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	Value of Interest in Common Stocks			
	NUCOR CORP COM	48900		2,064,558
	O REILLY AUTOMOTIVE INC COM	9000		336,870
	PALL CORP COM	13600		354,416
	PEABODY ENERGY CORP COM STK	18860		549,958
	PG& E CORP COM	34200		1,303,020
	PHARMACEUTICAL PROD DEV INC COM	14795		323,567
	PINNACLE W. CAP CORP COM	34200		1,013,004
	PRAXAIR INC COM	13900		975,224
	PROCTER & GAMBLE CO COM	6200		316,882
	PROGRESS ENERGY INC COM	44000		1,644,720
	PROGRESS SOFTWARE CORP COM	19628		412,384
	PROGRESSIVE CORP OH COM	61500		890,520
	QUALCOMM INC COM	82800		3,699,504
	QWEST COMMUNICATIONS INTL INC COM	339300		1,394,523
	RESEARCH IN MOTION LTD COM	8400		585,564
	ROSETTA STONE INC COM	600		16,200
	REDWOOD TR INC COM	18195		272,743
	S.W. AIRL CO COM	136200		885,300
	SALESFORCE COM INC COM STK	136200		2,156,040
	SCHLUMBERGER LTD COM STK	108714		5,712,921
	SCHWAB CHARLES CORP COM NEW	25600		429,568
	SCIENTIFIC GAMES CORP	64142		945,453
	SEI INVTS CO COM	32519		574,286

Table of Contents

Harris Corporation Retirement Plan
E.I.N. 34-0276860
Plan Number 015
Schedule H, Line 4(i)
Schedule of Assets (Held at End of Year) (continued)
July 3, 2009

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<i>(In Shares/Par Value except Participant Loans)</i>				
Value of Interest in Common Stocks				
SLM CORP COM	126400		1,183,104	
SPECTRA ENERGY CORP COM STK	54900		903,654	
SPRINT NEXTEL CORP	154100		665,712	
STARBUCKS CORP COM	94500		1,264,410	
STATE STR CORP COM	22129		1,023,024	
STRYKER CORP COMMON COMMON	35400		1,361,484	
SUN TR BANKS INC COM	73800		1,191,132	
SUNCOR STK MRGR SUNCOR ENERGY INCNEW COM 2053449 08/03/2009	19500		554,775	
SUNOCO INC COM	39800		923,360	
SUNPOWER CORP COM CL B STK	11200		265,104	
TECO ENERGY INC COM	30900		356,586	
TIFFANY & CO COM	40900		993,461	
TIME WARNER INC USD0.01	109500		2,650,995	
TIMKEN CO COM	25552		444,094	
TORCHMARK CORP COM	10516		358,070	
TRAVELERS COS INC COM STK	23749		930,961	
UBS AG CHF0.10	66400		796,702	
UNITED PARCEL SVC INC CL B	40900		1,987,740	
US BANCORP	159100		2,711,064	
USG CORP COM NEW	43800		433,620	
VARIAN INC COM	15042		576,259	

VARIAN MEDICAL SYSTEMS INC	35000	1,172,500
VERIZON COMMUNICATIONS COM	71434	2,155,878
VISA INC COM CL A STK	40500	2,433,240
VMWARE INC CL A COM CL A COM	21000	593,040
VODAFONE GROUP ORD USD0.11428571	423000	799,683

Table of Contents

Harris Corporation Retirement Plan
E.I.N. 34-0276860
Plan Number 015
Schedule H, Line 4(i)
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July 3, 2009

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	Value of Interest in Common Stocks			
	VULCAN MATERIALS CO COM	36200		1,559,496
	WAL-MART STORES INC COM	28600		1,366,794
	WALT DISNEY CO	88200		2,014,488
	WELLPOINT INC COM	32000		1,592,000
	WELLS FARGO & CO NEW COM STK	156900		3,621,252
	WESTERN ALLIANCE BANCORPORATION COM	51107		356,727
	WESTERN UNION CO	28200		433,716
	WEYERHAEUSER CO COM	20400		602,004
	WHIRLPOOL CORP COM	44600		1,940,992
	WPP PLC ORD GBP0.10	74500		468,865
	WYETH COM	70200		3,145,662
	XCEL ENERGY INC COM	82000		1,501,420
	XILINX INC COM	38072		782,380
	XL CAP LTD COM STK	42255		475,369
	YAHOO INC COM	95700		1,434,543
	YUM BRANDS INC COM	17600		602,800
	Total Value of Interest in Common Stocks			\$ 375,924,133

Table of Contents

Harris Corporation Retirement Plan
E.I.N. 34-0276860
Plan Number 015
Schedule H, Line 4(i)
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July 3, 2009

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Value of Interest in Corporate Bonds and Debentures				
	CMO AST SEC CORP COML MTG 1995-D1 CL A-27.59 EXP 8-11-27 FINAL 7-11-27 BEO		18323	\$ 18,585
	CMO BANC AMER COML MTG INC SER 2005-1 CLA4 DUE 11-10-2042 REG		260000	245,959
	CMO BEAR STEARNS COML MTG SECS INC 2003-TOP12 COML MTG CL A4 4.93 08-13-39		575000	532,590
	CMO BEAR STEARNS INC COML MTG PSTRU CTF CL A-2 2001-TOP2 6.48 4-15-11 BE		475000	482,513
	CMO CITIGROUP COML MTG TR 2006-C4 CL A-35.7209 DUE 03-15-2049 REG		150000	127,289
	CMO CITIGROUP/DEUTSCHE BANK COMMERCIAL MORTG SER 2006-CD2 CL A4 1-15-2046 BEO		200000	167,046
	CMO CSFB MTG SECS CORP 2001-CK3 COML MTGPASSTHRU CTF CL A-4 6.53 6-15-34 BE		360000	373,030
	CMO CSFB MTG SECS CORP COML MTG PASSTHRUCTF 2000-C1 CL A-2 7.545 04-15-2062		240401	245,676
	CMO DLJ COML MTG CORP COML MTG PASSTHRU CTF 00-CKP1 CL A-1B 7.18 11-10-2033 BEO		1134224	1,157,660
	CMO GE CAP COML MTG CORP 2002-1 MTG PASSTHRU CTF CL A-3 6.269 12-10-2035		900000	920,398
	CMO GMAC COML MTG SECS INC SER 2000-C2 A2 7.455% DUE 08-16-2033 BEO		41902	42,902
	CMO J P MORGAN CHASE COML MTG SECS CORP 2004-LN2 MTG CL A-2 5.115 07-15-41		410000	362,889
	CMO LB-UBS COML MTG TR SER 2003-C3 CL A44.166% DUE 05-15-2032 REG		860000	793,395
	CMO MERISTAR COML MTG TR SER 1999-C1 CL A1 144A 7.28000020981 DUE 03-03-2016 BEO		3582 725000	3,611 618,399

CMO MERRILL LYNCH MTG TR 2005-CKII COML MTG PASSTHRU CTF A6 DUE 11-12-2037 REG		
CMO MORGAN STANLEY D/WITTER CAP TR 2002 MTG P/THRU CTF CL A-2 5.98 DUE 1-15-39	450000	460,154
CMO MORGAN STANLEY DEAN WITTER CAP I TR SER 2001-TOP1 CL-A4 6.66 02-15-33 BEO	23079	23,745
CMO WACHOVIA BK COML MTG TR COML MTG PASS-TH MTG CTF CL A-3 5.679 10-15-48	650000	520,014
AEP TEX CENT TRANSITION FDG II LLC SER 2006-A CL A5 FLT RT 07-01-2020 BEO	100000	100,784
CHASE AUTO OWNER 5.36% DUE 01-15-2013	185215	186,116
MBNA MASTER CR 7% DUE 02-15-2012	770000	779,164
3M CO CORPBOND 5.7 DUE 03-15-2037 BEO	100000	104,026
5TH 3RD BK CIN OH MEDIUM TE TRANCHE # SR00014 4.2 DUE 02-23-2010 BEO	250000	249,886
AEGON N V 4.75% DUE 06-01-2013	385000	349,996
ALABAMA PWR CO 5.7% DUE 02-15-2033	130000	133,093
ALCAN INC FORMERLY ALCAN ALUM LTD TO 3/1/01 ALCAN INC 6.45 DUE 3-15-11 BE	105000	108,608
ALCOA INC 5.87% DUE 02-23-2022	400000	314,756
ALLSTATE CORP SR NT 5% DUE 08-15-2014/08-16-2004 REG	350000	348,658
ALTRIA GROUP INC NT 9.7% DUE 11-10-2018 BEO	320000	367,772
AMERADA HESS CORP NT 7.875% DUE 10-01-2029/09-30-2029 BEO	95000	103,472
AMERICAN EXPRESS CO NT 7% DUE 03-19-2018REG	225000	220,174
ANADARKO PETE CORP SR NT 5.95% DUE 09-15-2016/09-19-2006 BEO	225000	222,779
AOL TIME WARNER INC 6.875 DUE 05-01-2012BEO	460000	493,020
APPALACHIAN PWR CO APPALACHIAN PWR 5 DUE 06-01-2017/06-07-2005 BEO	165000	155,772
ARIZONA PUB SVC CO 6.375% DUE 10-15-2011	175000	182,031
AT&T CORP USD SR NT VAR RATE DUE 11-15-2031/11-14-2031 BEO	185000	214,594
AT&T WIRELESS SVCS INC SR NT 7.875% DUE 03-01-2011/02-28-2011 BEO	420000	453,781
BAXTER INTL INC C CRP BAX 5.375% DUE 06-01-2018 BEO	160000	167,772
BEAR STEARNS COS INC GLOBAL NT 5.3% DUE 10-30-2015 BEO	245000	242,133
BELLSOUTH CORP DEB 6.55 DUE 06-15-2034/06-29-2004 BEO	80000	78,380
BHP BILLITON FIN USA LTD GTD SR NT 4.8 DUE 04-15-2013/04-14-2013 REG	280000	292,294
BK AMER CORP 5.375 DUE 06-15-2014 BEO	380000	366,393

Table of Contents

Harris Corporation Retirement Plan
E.I.N. 34-0276860
Plan Number 015
Schedule H, Line 4(i)
Schedule of Assets (Held at End of Year) (continued)
July 3, 2009

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Value of Interest in Corporate Bonds and Debentures				
	BOTTLING GROUP LLC SR NT 4.625 DUE 11-15-2012/11-14-2012 BEO		350000	373,112
	BRISTOL MYERS SQUIBB CO BRISTOL MYER SQB5.875% DUE 11-15-2036 BEO		160000	165,424
	BURL NORTHN SANTA FE CORP DEB 7.95 DUE 08-15-2030/08-14-2030 BEO		210000	246,835
	CAMPBELL SOUP CO 4.875 DUE 10-01-2013 BEO		225000	238,692
	CATERPILLAR INC 7.3 DUE 05-01-2031/04-30-2031 BEO		145000	154,534
	CISCO SYS INC SR NT 5.9 DUE 02-15-2039 REG		150000	148,539
	CITIGROUP INC CITIGROUP INC NOTE 6.125% DUE 11-21-2017 BEO		280000	246,761
	CITIGROUP INC NT GLOBAL 6 DUE 02-21-2012BEO		835000	835,759
	CITIGROUP INC SUB NT 6.125% DUE 08-25-2036 BEO		200000	148,937
	COCA COLA ENTERPRISES INC DEB DTD 11/20/1996 6.95 DUE 11-15-2026 REG		590000	317,116
	COMCAST CABLE COMMUNICATIONS INC 7.125 06-15-13 7.125 06-15-2013 BEO		700000	762,316
	CONOCO INC NT DTD 04/20/1999 6.95% DUE 04-15-2029 BEO		225000	242,172
	CONSOLIDATED EDISON CO N Y INC DEB SER A5.3% DUE 03-01-2035 REG		140000	128,645
	CONSTELLATION ENERGY GROUP INC 7 DUE 04-01-2012 BEO		420000	435,799
	COUNTRYWIDE HOME LNS INC MEDIUM TERM NTSTRANCHE # TR 00324 4.125 9-15-2009		360000	361,151
	COVIDIEN INTL FIN 6% DUE 10-15-2017		180000	191,740
	COX COMMUNICATIONS 7.125% DUE 10-01-2012		400000	431,020
	CREDIT SUISSE USA INC CS 5.375 20160302 5.375% DUE 03-02-2016 BEO		270000	278,939

DAIMLERCHRYSLER N AMER HLDG CORP NT 6.5 DUE 11-15-2013 BEO	410000	419,756
DEUTSCHE BK AG 6% DUE 09-01-2017	210000	214,499
DEUTSCHE TELEKOM INTL FIN B V GTD NT 8.75% DUE 06-15-2030 BEO	150000	177,345
DEVON FING CORP U L C DEB 7.875% DUE 09-30-2031/09-29-2031 BEO	255000	299,920
DIAGEO FINANCE PLC DIAGEO FIN 5.3% DUE 10-28-2015 BEO	235000	247,198
DISNEY WALT CO NEW MEDIUM TERM NTS BOOK TRANCHE # TR 00046 6.375 DUE 03-01-2012	265000	291,647
DOMINION RES INC VA NEW BD 5.15% DUE 07-15-2015/07-14-2005 BEO	290000	294,567
DOW CHEM CO NT DTD 02/08/2001 6.125% DUE 02-01-2011 BEO	350000	357,734
DU PONT E I DE 5.25% DUE 12-15-2016	235000	245,350
DUKE ENERGY CORP SR NT 6.25 DUE 01-15-2012/01-14-2012 BEO	85000	91,670
DUKE ENERGY CORP SR NT SER A 6 DUE 12-01-2028 BEO	130000	132,721
ENERGY TRANSFER PARTNERS L P SR NT 6.7% DUE 07-01-2018/06-30-2018 BEO	215000	220,087
ERP OPER LTD PARTNERSHIP C CRP EQR 5.37508/01/16. 5.375% DUE 08-01-2016 BEO	190000	175,470
EXELON CORP SR NT 4.9% DUE 06-15-2015 BEO	150000	139,909
FIRSTENERGY CORP NT SER B 6.45% DUE 11-15-2011/11-14-2011 BEO	315000	329,699
FL PWR & LT CO 1ST MTG BD 5.65 DUE 02-01-2035 REG	80000	81,989
FRANCE TELECOM SA NT STEP UP 03-01-2031 02-28-2031	15000	19,362
GEN ELEC CAP CORP MED TERM NTS BO TRANCHE # TR 00811 5.625 DUE 05-01-2018	195000	186,214
GEN ELEC CAP CORP MEDIUM TERM NTS BO TRANCHE # TR 00528 6.75 DUE 03-15-2032	175000	157,444
GEN ELEC CAP CORP MEDIUM TERM NTS BO TRANCHE # TR 00575 5.45 DUE 01-15-2013	350000	359,946
GENERAL ELEC CAP CORP MEDIUM TERM NTS BOOK ENTRY 5.875% DUE 01-14-2038 BEO	210000	166,395
GENERAL ELEC CO 5.25% DUE 12-06-2017 BEO	230000	226,348
GLAXOSMITHKLINE CAP INC GTD NT 5.65% DUE 05-15-2018 BEO	380000	403,048
GOLDMAN SACHS 6.125% DUE 02-15-2033	105000	97,882
GOLDMAN SACHS GROUP INC GOLDMAN SACHS GROUP INC 6.6% DUE 01-15-2012 BEO	715000	763,487
GOLDMAN SACHS GROUP INC GSINC 6.75 10 0137 6.75 DUE 10-01-2037 BEO	260000	232,498
HALLIBURTON CO 7.45% DUE 09-15-2039	100000	116,496
HEWLETT PACKARD CO GLOBAL NT 5.5% DUE 03-01-2018 BEO	225000	236,025
HOME DEPOT INC 5.4% DUE 03-01-2016	250000	250,825

HONEYWELL INTL INC NT DTD 10/31/2001 6.125 DUE 11-01-2011 BEO	330000	360,936
HRPT PPTYS TR NT 6.5% DUE 01-15-2013/01-15-2009 BEO	35000	32,244
HSBC FIN CORP HSBC FIN CORP 5.5 1 19 16 5.5% DUE 01-19-2016/01-19-2006 BEO	200000	189,670
HSBC HLDGS PLC NT 6.5% DUE 05-02-2036 BEO	100000	98,020
INTL BUSINESS MACHS CORP DEB DTD 10/30/1995 7 DUE 10-30-2025 REG	210000	238,239
INTL LEASE FIN CORP 4.75 DUE 01-13-2012 BEO	420000	336,365
JEFFERIES GROUP INC NEW 6.45 DUE 06-08-2027 BEO	80000	58,796
JPMORGAN CHASE & CO FORMERLY J P MORGAN 5.15 DUE 10-01-2015 BEO	595000	590,143
JPMORGAN CHASE CAP 6.55% DUE 09-29-2036	130000	103,272
KINDER MORGAN ENERGY PARTNERS L P SR NT 2033 7.3 DUE 08-15-2033/08-14-2033 BEO	185000	177,509

Table of Contents

Harris Corporation Retirement Plan
E.I.N. 34-0276860
Plan Number 015
Schedule H, Line 4(i)
Schedule of Assets (Held at End of Year) (continued)
July 3, 2009

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value <i>(In Shares/Par Value except Participant Loans)</i>	Cost	Current Value
	Value of Interest in Corporate Bonds and Debentures			
	KRAFT FOODS INC NT 6.25% DUE 06-01-2012 BEO	305000		329,746
	KROGER CO NT 7.5 DUE 04-01-2031 BEO	140000		161,179
	LAUDER ESTEE COS INC ESTEE LAUDER COS INC 6.0PCT 01 15 6 DUE 01-15-2012 BEO	175000		186,165
	LOCKHEED MARTIN CORP NT 6.15% DUE 09-01-2036	105000		111,176
	MARSH & MCLENNAN COS INC MARSH & MCLENNAN 5.875 8/1/33	175000		138,335
	MCDONALDS CORP 6.3% DUE 10-15-2037	55000		59,276
	MERCANTILE BANKSHARES CORP SUB NT 4.625%DUE 04-15-2013 BEO	120000		108,642
	MERRILL LYNCH & CO INC MEDIUM TERM NTS BOOK ENTRY MTN 6.4% DUE 08-28-2017	190000		168,415
	MERRILL LYNCH & CO INC MEDIUM TERM NTS BTRANCHE # TR 00677 6.875 DUE 04-25-2018	450000		418,384
	MERRILL LYNCH & CO INC TR # 00642 6.05 MTN 08-15-2012 REG	255000		256,458
	METLIFE INC 5 DUE 11-24-2013/11-23-2013 BEO	425000		426,345
	MICROSOFT CORP 5.2% DUE 06-01-2039	80000		77,401
	MORGAN STANLEY FOR EQTY ISSUES SEE 617 MORGAN STANLEY 5.75 DUE 10-18-2016 BEO	200000		192,366
	MORGAN STANLEY GLOBAL MEDIUM TERM NT SERF 6.625% DUE 04-01-2018/04-01-2008	300000		300,456
	MORGAN STANLEY MTN 5.45% DUE 01-09-2017/01-09-2007	200000		187,261
	MOTOROLA INC NT 7.625 DUE 11-15-2010 BEO	175000		176,313
	NEWS AMER HLDGS 7.75% DUE 12-01-2045	130000		118,297
	NEXEN INC NT 5.875% DUE 03-10-2035 REG	245000		209,801
	NORFOLK SOUTHN CORP 7.05 NT DUE 05-01-2037 PUTTABLE 5-1-2004 @ PAR	75000		83,628

NORSK HYDRO A S DEB DTD 06/15/1993 7.75 DUE 06-15-2023 REG	45000	53,221
NSTAR ELEC CO DEB 4.875% DUE 10-15-2012 REG	70000	72,413
OESTERREICHISCHE KONTROLLBANK A G GLOBALNT DTD 02/09/06 4.875 02-16-16 REG	320000	328,987
ONCOR ELEC DELIVERY CO SR SECD NT 6.375 DUE 01-15-2015/01-14-2015 BEO	210000	219,413
ONEOK PARTNERS L P6.15% DUE 10-01-2016	175000	173,523
ORACLE CORP NT 5.75% DUE 04-15-2018 BEO	85000	90,093
PACIFIC GAS & ELEC CO 1ST MTG BD 4.8% DUE 03-01-2014 REG	255000	269,946
PACIFICORP BD 5.75 DUE 04-01-2037 BEO	235000	239,310
PETROLEOS MEXICANOS GLOBAL GTD BD 9.5% DUE 09-15-2027 REG	350000	408,394
PFIZER INC NT 6.2 DUE 03-15-2019	275000	301,178
PHILIP MORRIS INTL INC NT 5.65% DUE 05-16-2018 REG	135000	141,700
PITNEY BOWES INC GLOBAL MEDIUM TERM NTS TRANCHE # TR 00013 3.875 6-15-13 REG	70000	71,225
PRAXAIR INC PRAXAIR NEW DEAL 6.375 DUE 04-01-2012 BEO	210000	231,988
PROCTER & GAMBLE CO NT 4.95% DUE 08-15-2014/08-10-2004 BEO	305000	328,591
PROGRESS ENERGY INC SR NT 7.1 DUE 03-01-2011 BEO	140000	149,176
PROGRESS ENERGY SR NT 7.05 DUE 03-15-2019	230000	255,648
PRUDENTIAL FINL INC MEDIUM TERM NTS BOOKTRANCHE # 00009 5.5 DUE 03-16-2016 REG	370000	348,696
RAYTHEON CO 4.85 DUE 01-15-2011/01-14-2011 BEO	365000	380,542
REALTY INCOME CORP 5.95% DUE 09-15-2016/09-14-2016	200000	178,539
ROGERS 6.8% DUE 08-15-2018	185000	200,444
ROYAL KPN NV 8 DUE 10-01-2010	420000	441,291
SAFeway INC NT 4.95% DUE 08-16-2010/08-12-2004 BEO	270000	275,598
SBC COMMUNICATIONS 5.1% DUE 09-15-2014	420000	437,943
SCHERING PLOUGH CORP SR NT 6.75% DUE 12-01-2033/11-26-2003 REG	190000	208,951
SHELL INTL FIN B V GTD NT 6.375% DUE 12-15-2038/12-11-2008 BEO	70000	75,877
SLM CORP MEDIUM TERM NTS BOOK ENTRY 5% DUE 10-01-2013 BEO	350000	284,549
SOUTH CAL EDISON CO SOUTH CA EDISON CO5 DUE 01-15-2014/01-14-2014 BEO	245000	258,936
SUNCOR ENERGY INC NT 6.1% DUE 06-01-2018BEO	225000	226,594
TARGET CORP BONDS 7 DUE 07-15-2031 BEO	130000	134,292
TELECOM ITALIA CAP ***TELECOM ITALIA CAPITAL SA NOTES 5.25 DUE 10-01-2015 BEO	260000	251,336
TELEFONICA 7.045% DUE 06-20-2036	150000	166,112
TIME WARNER CABLE INC DEB 7.3% DUE 07-01-2038 BEO	200000	208,215

TN GAS PIPELN CO DEB DTD 03/13/1997 7.625 DUE 04-01-2037 REG	150000	150,094
TRANSCANADA 6.2% DUE 10-15-2037	190000	194,911
UBS AG STAMFORD BRH MT SR DEP TRANCHE # SR 00047 5.875 07-15-2016 REG	200000	173,814
UNILEVER CAP CORP NT 7.125% DUE 11-01-2010/10-24-2000 BEO	200000	213,844
UNION PAC CORP DEB DTD 02/01/1999 6.625% DUE 02-01-2029 BEO	50000	51,422
UNITEDHEALTH GROUP INC UNITED HEALTHCAR 5.375% DUE 03-15-2016 BEO	150000	141,783
UNITEDHEALTH GROUP INC UNITEDHEALTH GROUP INC 4.875% DUE 04-01-2013 BEO	85000	85,664
US BANK NATL ASSN 4.95% DUE 10-30-2014	250000	259,673
UTD TECHNOLOGIES CORP NT DTD 08/04/1998 6.7 DUE 08-01-2028 BEO	85000	89,004

Table of Contents

Harris Corporation Retirement Plan
E.I.N. 34-0276860
Plan Number 015
Schedule H, Line 4(i)
Schedule of Assets (Held at End of Year) (continued)
July 3, 2009

(a)	(b)	(c)	(d)	(e)
Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value <i>(In Shares/Par Value except Participant Loans)</i>	Cost	Current Value	Current Value
Value of Interest in Corporate Bonds and Debentures				
VALE OVERSEAS LTD	VALE OVERSEAS 6.875 1121 36 6.875% DUE 11-21-2036 BEO	150000		144,210
VALERO ENERGY CORP	7.5% DUE 04-15-2032	255000		239,915
VERIZON GLOBAL FDG CORP NT	7.75 DUE 12-01-2030 BEO	285000		319,852
VIACOM INC NT	7.875 DUE 07-30-2030 BEO	155000		123,333
VIACOM INC SR NT	6.875% DUE 04-30-2036/10-18-2006	125000		116,855
VODAFONE GROUP PLC NEW BD	5.625% DUE 02-27-2017 BEO	130000		132,248
WACHOVIA BK NATL ASSN MEDIUM TERM SUB BKTRANCHE # SB 00009	6.6 DUE 01-15-2038	170000		165,514
WAL-MART STORES INC BD	5.25% DUE 09-01-2035 REG	245000		233,282
WASTE MGMT INC DEL SR NT	6.1% DUE 03-15-2018/03-06-2008 BEO	170000		167,733
WELLPOINT INC WELLPOINT INC	5.875 20170615 5.875 DUE 06-15-2017 BEO	160000		156,828
WELLS FARGO & CO NEW WELLS FARGO CO	5.625% DUE 12-11-2017 BEO	305000		300,626
WELLS FARGO BK NATL ASSN SUB NT	ACCREDITED INVS 5.75% DUE 05-16-2016 BEO	250000		246,199
WYETH WYE	5.50 02/01/2014 5.5% DUE 02-01-2014/12-16-2003 BEO	315000		339,013
FORD MTR CO DEL SR NT CONV	4.25 DUE 12-15-2036 REG	1389000		1,163,288
Total Value of Interest in Corporate Bonds and Debentures			\$	44,490,995

Value of Interest in Participant Loans

*PARTICIPANT LOAN ASSET HARRIS CORP.	3.25% to 10.5% Maturing through 2019	\$36,636,578
Total Value of Interest in Participant Loans		\$36,636,578

Table of Contents

**Harris Corporation Retirement Plan
E.I.N. 34-0276860
Plan Number 015
Schedule H, Line 4(i)
Schedule of Assets (Held at End of Year) (continued)
July 3, 2009**

(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, (C) Collateral, Par or Maturity Value C (In Shares/Par Value except Participant Loans)
Value of Interest in U.S. Government Securities	
R CORP MED TRM NTS SER L BK FDIC GTD TRNCHE # TR 00007 2.1 DUE 04-30-12	565000
JP INC FDIC GTD TLGP GTD NT 2.125 DUE 04-30-2012 REG	660000
L HOME LN MTG CORP POOL #781884 5.124% 08-01-2034 BEO	87238
L HOME LN MTG CORP POOL #97-2200 5.447% 03-01-2036 BEO	111648
L HOME LN MTG CORP POOL #A1-5349 5% 11-01-2033 BEO	61366
L HOME LN MTG CORP POOL #A2-0151 4.5% 03-01-2034 BEO	126697
L HOME LN MTG CORP POOL #A4-7056 5% 09-01-2035 BEO	3540238
L HOME LN MTG CORP POOL #B15080 3.5% 06-01-2019 BEO	105712
L HOME LN MTG CORP POOL #C1-9286 6% 12-01-2028 BEO	13105
L HOME LN MTG CORP POOL #C7-8533 5.5% 04-01-2033 BEO	232154
L HOME LN MTG CORP POOL #C9-0691 5.5% 07-01-2023 BEO	61852
L HOME LN MTG CORP POOL #D5-1845 5.5% 04-01-2024 BEO	20632
L HOME LN MTG CORP POOL #E01545 5%01-01-2019 BEO	476982
L HOME LN MTG CORP POOL #E9-7877 4% 08-01-2018 BEO	159704
L HOME LN MTG CORP POOL #G0-1519 6% 02-01-2033 BEO	120250
L HOME LN MTG CORP POOL #G0-1740 5.5% 12-01-2034 BEO	1665455
L HOME LN MTG CORP POOL #G01919 4%09-01-2035 BEO	98357
L HOME LN MTG CORP POOL #G0-2109 6% 03-01-2036 BEO	805934
L HOME LN MTG CORP POOL #G08006 6%08-01-2034 BEO	799280
L HOME LN MTG CORP POOL #G0-8061 5.5% 06-01-2035 BEO	312192
L HOME LN MTG CORP POOL #G0-8088 6.5% 10-01-2035 BEO	279183
L HOME LN MTG CORP POOL #G0-8344 4.5% 05-01-2039 BEO	998174
L HOME LN MTG CORP POOL #G1-2394 5% 05-01-2021 BEO	109011
L HOME LN MTG CORP POOL #G1-8171 5% 03-01-2022 BEO	1009764
L HOME LN MTG CORP POOL #P1-0032 4.5% 05-01-2018 BEO	100103
4.875 11-18-2011	750000
5.125 08-14-2013	450000
3.875 06-14-2013	360000
REASSIGN 00358 4.875 05-17-2017	240000
ANCHE # TR 00130 5.25 06-18-2014	1360000
10 YEAR PARTICIPATION CERTIFICATE (PC) 5% 30 YEARS SETTLES JULY	700000
MTD 05/23/2008 3.75 06-28-2013	400000
MTD 10/25/2000 6.75 03-15-2031	45000

FEDERAL HOME LN MTG CORP 4.500 4.###-##-####	830000
OLD A1-5088 5.5 10-01-2033	1337894
OLD A1-7908 6.5 01-01-2034	203934
OLD A2-8017 6 10-01-2034	971108
OLD A3-6995 5.5 09-01-2035	1239497
OLD C01385 6.5 08-01-2032	111087
OLD C01614 4.5 08-01-2033	417539
OLD C2-0273 6 06-01-2028	22596
OLD C53726 6.5 06-01-2031	37539
OLD C55070 7.5 07-01-2031	467
OLD C61982 5.5 12-01-2031	122089
OLD C77210 5.5 02-01-2033	257969
OLD C9-0135 7.5 04-01-2016	3901
OLD C90492 6 11-01-2021	76511
OLD C90653 5 04-01-2023	64345
OLD D9-7672 5.5 04-01-2028	644792
OLD E01307 5 02-01-2018	46590
OLD E90266 6 06-01-2017	11595
OLD G0-8238 6.5 12-01-2037	416198
OLD G1-0740 7.5 08-01-2009	18

Table of Contents

Harris Corporation Retirement Plan
E.I.N. 34-0276860
Plan Number 015
Schedule H, Line 4(i)
Schedule of Assets (Held at End of Year) (continued)
July 3, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value <i>(In Shares/Par Value except Participant Loans)</i>	(d) Cost	(e) Current Value
		Value of Interest in U.S. Government Securities		
	FHLMC GOLD G1-2088 4.5 05-01-2019		394142	409,296
	FHLMC GOLD G1-2090 5.5 10-01-2017		53530	56,412
	FHLMC GOLD G1-2091 5.5 10-01-2020		445166	466,910
	FHLMC GOLD GROUP E82517 7 02-01-2016		8204	8,746
	FHLMC GOLD POOL C48593 6 03-01-2031		6122	6,454
	FHLMC GOLD SINGLE FAMILY 5.5 30 YEARS SETTLES JUL		750000	775,547
	FHLMC GROUP #E63092 6 MTG PARTN CTF DUE 03-01-2011 REG		9689	10,256
	FHLMC GROUP #G00363 8.0 MTG PARTN CTF DUE 06-01-2025 REG		8754	9,693
	FHLMC MULTICLASS FHLMC #E0-1323 4.5 03-01-2018		243161	250,137
	FHLMC NTS 5.125 07-15-2012		700000	768,433
	FHLMC POOL #1B-0809 4.791 04-01-2033		81142	83,870
	FHLMC POOL #1B2692 ADJ RT 12-01-2034		102285	105,486
	FHLMC POOL #1B-7484 ADJ RT 08-01-2037		772627	810,008
	FHLMC POOL #1L-0125 ADJ RT 12-01-2034		200297	207,955
	FHLMC POOL #1L-1415 ADJ RT 06-01-2036		67101	68,830
	FHLMC POOL #781071 ADJ RT 11-01-2033		55139	57,324
	FHLMC POOL #78-1392 ADJ RT 04-01-2034		109319	109,474
	FHLMC POOL #78-1681 ADJ RT 06-01-2034		105396	109,758
	FHLMC POOL #78-2548 ADJ RT 06-01-2035		48571	49,635
	FHLMC POOL #78-9922 ADJ RT 10-01-2032		80921	80,678
	FHLMC POOL #84-7154 ADJ RT 05-01-2033		383505	394,886
	FHLMC PREASSIGN 00012 5 02-16-2017		1100000	1,201,657
	FHLMC PREASSIGN 00038 4.875 06-13-2018		360000	388,040
	FNMA 30 YEAR PASS-THROUGHS 5.5% 30 YEARS SETTLES JULY		1200000	1,240,874
	FNMA 4.375 DUE 03-15-2013 REG		1370000	1,477,842
	FNMA 6 DUE 05-15-2011 REG		1545000	1,682,242
	FNMA 7.125 01-15-2030		315000	405,777

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FNMA NT 6.125 03-15-2012	1300000	1,456,560
FNMA POOL #190541 7% DUE 01-01-2024	30267	33,280
FNMA POOL #250141 6.5% DUE 07-01-2014	358	386
FNMA POOL #250495 7% 03-01-2026 BEO	6007	6,595
FNMA POOL #251498 6.5% DUE 02-01-2028 REG	7682	8,296
FNMA POOL #252164 5.5% DUE 12-01-2013 REG	3325	3,509
FNMA POOL #254044 6.5% DUE 10-01-2021 REG	86795	93,776
FNMA POOL #254087 7% DUE 11-01-2016 REG	9631	10,235
FNMA POOL #254146 6% DUE 01-01-2032	74304	78,472
FNMA POOL #254196 6% DUE 02-01-2017	542101	577,897
FNMA POOL #254232 6.5% DUE 03-01-2022	78767	84,802
FNMA POOL #254262 6% DUE 04-01-2032	37027	39,080
FNMA POOL #254473 5.5% DUE 10-01-2017 REG	45302	47,883
FNMA POOL #254766 5% 06-01-2033 BEO	297047	304,404
FNMA POOL #254802 4.5% 07-01-2018 BEO	216133	224,511
FNMA POOL #254837 4.5% 07-01-2010 BEO	38644	39,586
FNMA POOL #254942 4% 10-01-2018 BEO	158571	162,469
FNMA POOL #255412 6% 10-01-2034 BEO	935621	984,887
FNMA POOL #257132 5% 03-01-2028 BEO	769656	790,358
FNMA POOL #257137 7% 03-01-2038 BEO	621450	674,950
FNMA POOL #262270 6% DUE 12-01-2023 REG	23924	25,193
FNMA POOL #313275 7.5% DUE 04-01-2026	35131	38,309
FNMA POOL #337758 6.5 GTD MTG PASS THRU CTF DUE 03-01-2026 REG	21959	23,712
FNMA POOL #352662 5.5% DUE 02-01-2013 REG	27034	28,532
FNMA POOL #406605 6% DUE 05-01-2024 REG	30998	32,642
FNMA POOL #420499 6% DUE 03-01-2028 REG	55164	58,396
FNMA POOL #433414 6% DUE 08-01-2028 REG	45986	48,681
FNMA POOL #486562 5.5% DUE 02-01-2014 REG	12739	13,445
FNMA POOL #491672 6.5% DUE 03-01-2029 REG	13772	14,846
FNMA POOL #50911 6.50000 GTD MTG PASS THRU CTF DUE 09-01-2023 REG	86629	92,453
FNMA POOL #545879 6.5% DUE 09-01-2032 REG	28644	30,815
FNMA POOL #555000 6% DUE 10-01-2032 REG	814977	860,183
FNMA POOL #581519 8.5% DUE 06-01-2031 BEO	408	444
	50601	53,503

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FNMA POOL #581659 6% DUE 07-01-2031		
REG		
FNMA POOL #585950 6.5% DUE 06-01-2031		
REG	22749	24,473
FNMA POOL #610079 7% 10-01-2031 BEO	13966	15,296
FNMA POOL #611014 5.5% DUE 01-01-2017		
REG	24209	25,588

Table of Contents

Harris Corporation Retirement Plan
E.I.N. 34-0276860
Plan Number 015
Schedule H, Line 4(i)
Schedule of Assets (Held at End of Year) (continued)
July 3, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value <i>(In Shares/Par Value except Participant Loans)</i>	(d) Cost	(e) Current Value
	Value of Interest in U.S. Government Securities			
	FNMA POOL #615519 6% 11-01-2031 BEO		18355	19,385
	FNMA POOL #615543 7% DUE 11-01-2031 REG		17286	18,933
	FNMA POOL #618250 6% DUE 01-01-2032 REG		254223	268,483
	FNMA POOL #624294 5% 02-01-2017 BEO		6997	7,328
	FNMA POOL #626455 5.5% DUE 01-01-2032 REG		75734	78,757
	FNMA POOL #626810 6% DUE 06-01-2017 REG		35823	38,166
	FNMA POOL #639085 6.5% DUE 05-01-2032 REG		24304	26,138
	FNMA POOL #644903 5% DUE 06-01-2017 REG		39981	41,921
	FNMA POOL #648174 6% DUE 06-01-2032 REG		29450	31,084
	FNMA POOL #649303 7% DUE 04-01-2032 REG		32868	35,968
	FNMA POOL #654260 ADJ RT DUE 11-01-2032 REG		68813	69,824
	FNMA POOL #656877 6% DUE 08-01-2032 REG		56933	60,091
	FNMA POOL #661452 6.5% DUE 07-01-2032 REG		43660	47,198
	FNMA POOL #663332 5.5% DUE 09-01-2032 REG		43434	45,168
	FNMA POOL #670909 5.5% DUE 12-01-2022 REG		53922	56,209
	FNMA POOL #674970 5% DUE 12-01-2017 REG		89923	94,287
	FNMA POOL #677758 5.5% DUE 03-01-2033 REG		411532	427,575
	FNMA POOL #678182 5.5% DUE 01-01-2018 REG		26464	27,971
	FNMA POOL #683100 5.5% 02-01-2018 BEO		530495	559,430
	FNMA POOL #695003 5% DUE 03-01-2033 REG		81468	83,625
	FNMA POOL #695403 5% DUE 06-01-2033 REG		1610414	1,655,908
	FNMA POOL #695727 4.5% DUE 04-01-2018 REG		48713	50,617
	FNMA POOL #695844 5% 04-01-2018 BEO		372693	390,663
	FNMA POOL #703726 5% DUE 02-01-2033 REG		171899	177,271
	FNMA POOL #705118 4.918% 05-01-2033 BEO		95418	98,083
	FNMA POOL #711210 5.5% DUE 05-01-2033 REG		69615	72,329
	FNMA POOL #713823 4.5% DUE 06-01-2018 REG		127828	132,782
	FNMA POOL #721537 5% DUE 07-01-2033 REG		27340	28,015
	FNMA POOL #722777 ADJ RT DUE 09-01-2033 REG		69700	70,301
	FNMA POOL #725314 5% 04-01-2034 BEO		415643	425,905
	FNMA POOL #725762 6% 08-01-2034 BEO		34695	36,576

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FNMA POOL #725773 5.5% 09-01-2034 BEO	1419540	1,473,992
FNMA POOL #725866 4.5% 09-01-2034 BEO	148620	149,352
FNMA POOL #726873 5% DUE 07-01-2033 REG	374577	383,825
FNMA POOL #729760 5.5% 06-01-2033 BEO	77501	80,522
FNMA POOL #730153 5.5% DUE 08-01-2033 REG	276968	287,765
FNMA POOL #731314 5.5% 08-01-2033 BEO	67421	70,049
FNMA POOL #735171 ADJ RT DUE 01-01-2035 REG	66328	68,853
FNMA POOL #735224 5.5% 02-01-2035 BEO	498059	517,476
FNMA POOL #735503 6% 04-01-2035 BEO	540389	569,688
FNMA POOL #737556 5.5% DUE 09-01-2033 REG	185233	192,454
FNMA POOL #741897 5% 10-01-2033 BEO	532021	545,156
FNMA POOL #743170 4.5% 10-01-2033 BEO	407945	410,271
FNMA POOL #744462 5% 09-01-2033 BEO	176756	181,120
FNMA POOL #745275 5% DUE 02-01-2036 REG	406363	415,824
FNMA POOL #746299 4.107% 09-01-2033 BEO	157691	162,189
FNMA POOL #755242 5.5% DUE 11-01-2033 REG	122112	126,872
FNMA POOL #755248 5.5% DUE 11-01-2033 REG	263996	274,287
FNMA POOL #756744 5% 12-01-2033 BEO	22278	22,828
FNMA POOL #758796 5% DUE 12-01-2033 REG	534051	547,235
FNMA POOL #763516 4% 02-01-2034 BEO	87945	86,608
FNMA POOL #767342 ADJ RT DUE 08-01-2034 REG	26886	27,863
FNMA POOL #769807 5.5% 03-01-2034 BEO	782807	813,324
FNMA POOL #770082 4.5% 03-01-2019 BEO	944433	979,564
FNMA POOL #786458 5% 05-01-2034 BEO	127164	130,204
FNMA POOL #790003 6% DUE 08-01-2034 BEO	612837	645,106
FNMA POOL #798084 6% DUE 02-01-2035 REG	827396	870,963
FNMA POOL #803594 4.464% 10-01-2034 BEO	80367	82,850

Table of Contents

Harris Corporation Retirement Plan
E.I.N. 34-0276860
Plan Number 015
Schedule H, Line 4(i)
Schedule of Assets (Held at End of Year) (continued)
July 3, 2009

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	Value of Interest in U.S. Government Securities			
	FNMA POOL #827804 6% 03-01-2035 BEO		150386	158,822
	FNMA POOL #828451 ADJ RT DUE 06-01-2035 REG		288908	301,066
	FNMA POOL #840012 6% DUE 10-01-2035 REG		1693585	1,778,529
	FNMA POOL #841031 5.263% 11-01-2035 BEO		68756	71,741
	FNMA POOL #848368 ADJ RT DUE 12-01-2035 REG		93730	94,580
	FNMA POOL #903165 ADJ RT DUE 11-01-2036 REG		185956	194,058
	FNMA POOL #907896 ADJ RT DUE 12-01-2036 REG		304715	318,746
	FNMA POOL #910181 ADJ RT DUE 03-01-2037 REG		592865	622,006
	FNMA POOL #918554 5.5% DUE 06-01-2037 REG		1183947	1,225,477
	FNMA POOL #922886 ADJ RT DUE 02-01-2037 REG		53588	56,487
	FNMA POOL #937346 6.5% DUE 06-01-2037 REG		1695970	1,810,448
	FNMA POOL #940624 6% 08-01-2037 BEO		1831617	1,918,905
	FNMA POOL #967254 5.5% 12-01-2037 BEO		892361	923,663
	FNMA POOL #987077 5.5% 08-01-2038 BEO		865264	895,567
	FNMA POOL #AA6951 4.5% 05-01-2039 BEO		997464	999,256
	FNMA PREASSIGN 00310 5.125 01-02-2014		315000	322,522
	FNMA PREASSIGN 00480 2.75 03-13-2014		350000	351,434
	FNMA SINGLE FAMILY MORTGAGE 4% 30 YEARS SETTLES JULY		1000000	974,063
			1550000	1,551,454

FNMA SINGLE FAMILY MORTGAGE 4.5% 30 YEARS SETTLES JULY		
FNMA SINGLE FAMILY MORTGAGE 5% 30	700000	714,218
GNMA I SINGLE FAMILY MORTGAGE 5% 30	250000	255,313
GNMA I SINGLE FAMILY MORTGAGE 5.5% 30	500000	517,188
GNMA POOL #002274 6 08-20-2011 BEO	4053	4,229
GNMA POOL #003238 SER 2032 6% DUE 05-20-2032 REG	46220	48,264
GNMA POOL #003368 4.5% 04-20-2018 BEO	32801	33,955
GNMA POOL #003389 5% 05-20-2033 BEO	64165	65,488
GNMA POOL #212183 SER 2017 8.5% DUE 06-15-2017 REG	62411	67,689
GNMA POOL #455809 SER 2027 7% DUE 10-15-2027 REG	3065	3,340
GNMA POOL #458928 SER 2013 6% DUE 10-15-2013 REG	30810	32,932
GNMA POOL #460846 SER 2013 6.5% DUE 06-15-2013 REG	4967	5,306
GNMA POOL #487198 SER 2029 6% DUE 05-15-2029 REG	12253	12,905
GNMA POOL #515457 SER 2015 7% DUE 08-15-2015 REG	5460	5,856
GNMA POOL #518643 SER 2029 7.5% DUE 12-15-2029 REG	7364	8,083
GNMA POOL #552235 SER 2031 6% DUE 12-15-2031 REG	8725	9,189
GNMA POOL #569502 5% 01-15-2017 BEO	74479	78,536
GNMA POOL #595891 5% 07-15-2033 BEO	103785	106,626
GNMA POOL #614629 SER 2018 5% DUE 07-15-2018 REG	144965	152,838
GNMA POOL #622630 SER 2033 5.5% DUE 11-15-2033 REG	86305	89,802
GNMA POOL #628058 SER 2033 5.5% DUE 12-15-2033 REG	143461	149,275
GNMA POOL #628068 5.5% 04-15-2034 BEO	246105	255,694

Table of Contents

Harris Corporation Retirement Plan
E.I.N. 34-0276860
Plan Number 015
Schedule H, Line 4(i)
Schedule of Assets (Held at End of Year) (continued)
July 3, 2009

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	Value of Interest in U.S. Government Securities			
	GNMA POOL #640904 SER 2035 5% DUE 04-15-2035 REG		346476	355,314
	GNMA POOL #649519 SER 2035 5.5% DUE 10-15-2035 REG		959095	995,566
	GNMA POOL #677176 SER 2038 5.5% DUE 06-15-2038 REG		832574	862,413
	GNMA POOL #678949 SER 2037 6.5% DUE 10-15-2037 REG		436665	464,618
	GNMA POOL #702046 5% 06-15-2039 BEO		750000	767,256
	GNMA POOL #716785 SER 2039 4.5% DUE 04-15-2039 REG		800000	802,039
	GNMA POOL #781830 SER 2034 5% DUE 11-15-2034 REG		162065	165,746
	GNMA POOL #782372 5% 07-15-2038 BEO		324918	332,442
	GNMA TBA POOL 6% 30 YR JUL		1600000	1,669,000
	GNMAII POOL #001590 7.5% DUE 02-20-2024 REG		5260	5,739
	GNMAII POOL #002591 7% DUE 05-20-2028 REG		34978	38,014
	GNMAII POOL #003095 SER 2031 6.5% DUE 06-20-2031 REG		33527	36,140
	GNMAII POOL #003228 SER 2032 6.5% DUE 04-20-2032 REG		32170	34,588
	GNMAII POOL #003428 SER 2033 5% DUE 08-20-2033 BEO		75695	77,128
	GNMAII POOL #003800 SER 2020 4.5% DUE 12-20-2020 REG		89912	92,715
	GNMAII POOL #634924 SER 2034 5.5% DUE 11-20-2034 REG		143636	148,160
	JPMORGAN CHASE & CO FDIC GTD TLGP SR NT 3.125% DUE 12-01-2011 BEO		650000	673,928
	UNITED STATES TREAS BDS 00203 5% DUE 05-15-2037 REG		210000	233,658

UNITED STATES TREAS BDS 00205 4.375% DUE 02-15-2038 REG	525000	530,086
UNITED STATES TREAS BDS 8 1/8% 15/5/2021USD1000 8.125% DUE 05-15-2021 REG	350000	486,063
UNITED STATES TREAS BDS 8% 11/15/2021 USD1000 8% DUE 11-15-2021/04-29-1999 REG	385000	532,924
UNITED STATES TREAS BDS 9.25% DUE 02-15-2016 REG	350000	481,797
UNITED STATES TREAS BDS BD DTD 11/16/1998 5.25% DUE 11-15-2028 REG	265000	298,374
UNITED STATES TREAS BDS DTD 00206 4.5% DUE 05-15-2038 REG	315000	325,090
UNITED STATES TREAS BDS DTD 00209 3.5% DUE 02-15-2039 REG	100000	86,406
UNITED STATES TREAS BDS DTD 00210 4.25% DUE 05-15-2039 REG	500000	494,375
UNITED STATES TREAS BDS DTD 02/15/1995 7.625% DUE 02-15-2025 REG	600000	839,437
UNITED STATES TREAS BDS DTD 02/15/2000 6.25% DUE 05-15-2030 REG	175000	222,195
UNITED STATES TREAS BDS DTD 02/15/2001 5.375 15 FEB 2031	190000	218,263
UNITED STATES TREAS BDS DTD 02/15/2006 4.5% DUE 02-15-2036 REG	565000	581,685
UNITED STATES TREAS BDS DTD 08/15/1993 6.25% DUE 08-15-2023 REG	1420000	1,737,282
UNITED STATES TREAS BDS DTD 11/15/1997 6.125% DUE 11-15-2027 REG	235000	290,225
UNITED STATES TREAS NTS 2.375 DUE 08-31-2010 REG	1115000	1,138,520
UNITED STATES TREAS NTS 4% NTS 15/08/18 USD1000 4% DUE 08-15-2018 REG	505000	525,239
UNITED STATES TREAS NTS 4.75 DUE 08-15-2017 BEO	1450000	1,593,981
UNITED STATES TREAS NTS 5 DUE 08-15-2011 REG	1955000	2,118,274
UNITED STATES TREAS NTS BONDS 1.375% DUE 02-15-2012 REG	2800000	2,805,687
UNITED STATES TREAS NTS DTD 00032 4.25% DUE 08-15-2013 REG	700000	760,430
UNITED STATES TREAS NTS DTD 00040 4.25% DUE 11-15-2013 REG	1605000	1,743,306

Table of Contents

**Harris Corporation Retirement Plan
E.I.N. 34-0276860
Plan Number 015
Schedule H, Line 4(i)
Schedule of Assets (Held at End of Year) (continued)
July 3, 2009**

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Value of Interest in U.S. Government Securities	
TATES TREAS NTS DTD 00141 4.625%DUE 10-31-2011 REG	1780000
TATES TREAS NTS DTD 00230 1.375%DUE 05-15-2012 REG	1600000
TATES TREAS NTS DTD 00231 3.125%DUE 05-15-2019 REG	1800000
TATES TREAS NTS DTD 00236 2.25% DUE 05-31-2014 REG	1200000
TATES TREAS NTS DTD 02/15/2001 5% DUE 02-15-2011 BEO	1920000
TATES TREAS NTS DTD 3.875 DUE 02-15-2013 REG	50000
TATES TREAS NTS NT 4.25 DUE 08-15-2015 REG	295000
TATES TREAS NTS NT 4.25% DUE 11-15-2014 REG	505000
TATES TREAS NTS NT 5.125% DUE 05-15-2016 REG	2015000
TATES TREAS NTS NTS 2.75% DUE 02-15-2019 REG	695000
TATES TREAS NTS TR NT WI 2.125% DUE 04-30-2010 REG	2270000
TATES TREAS NTS UNITED STATES TREAS NOTES 3.375% DUE 07-31-2013 REG	1100000
TATES TREAS NTS UNITED STATES TREAS NTS 3.5% DUE 02-15-2018 REG	500000
TATES TREAS NTS US TREASURY NOTE/BOND 3.125% DUE 04-30-2013 REG	385000
TATES TREAS NTS US TREASURY T-NOTE 3.125% DUE 09-30-2013 REG	1815000
ER TREAS NOTES 3.75 DUE 11-15-2018 REG	735000
7.875 BD 2-15-2021 REG	610000
BDS USD1000 7.25 DUE 05-15-2016REG	350000
BDS USD1000 8.125 DUE 08-15-2019 REG	560000
NTS 3.375 NTS 30/06/2013 USD1000 3.375 DUE 06-30-2013 REG	1300000
NTS 3.875 NTS 15/05/2018 USD1000 3.875 DUE 05-15-2018 REG	400000
NTS 5.75 DUE 08-15-2010 REG	4815000
NTS DTD 00229 1.875 DUE 04-30-2014 REG	675000
50 15FEB16	1555000
EE VALLEY AUTH PWR BD SER C DTD 03/15/1998 6% DUE 03-15-2013 REG	350000
ES TREAS NTS 2.75 NT 31/10/2013 USD1000 2.75 DUE 10-31-2013 REG	870000

Value of Interest in U.S. Government Securities

Table of Contents

Harris Corporation Retirement Plan
E.I.N. 34-0276860
Plan Number 015
Schedule H, Line 4(i)
Schedule of Assets (Held at End of Year) (continued)
July 3, 2009

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Value of Interest in Common/Collective Trust Funds		
MFB NTGI-QM COLLECTIVE DAILY AGGREGATE BOND FUND LENDING TIER H	62965	\$ 24,421,
MFB NTGI-QM COLLECTIVE DAILY LEHMAN AGGREGATE BD INDEX FD NON LENDING	164636	16,840,
NTGI COLTV GOVT STIF REGISTERED	17043278	17,043,
MFB NTGI-QM COLLECTIVE DAILY RUSSELL 1000 INDEX FUND NON LENDING	16964134	140,768,
MFB NTGI-QM COLLECTIVE DAILY EXTENDED EQUITY MARKET INDEX FUND LENDING	322066	59,797,
MFB NTGI-QM COLTV DAILY RUSSELL 1000 EQTY INDEX FD-LENDING	358976	43,316,
MFB NTGI-QM COLTV DAILY RUSSELL 2000 GROWTH EQTY INDEX FD-LENDING	103294	14,787,
MFB NTGI-QM COLTV DAILY S&P 500 EQTY	36936	94,289,
MFB NTGI-QM COLTV DAILY S&P500 EQTY	24136	62,024,
MFO PYRAMIS INDEX LIFECYCLE 2000	193505	1,770,
MFO PYRAMIS INDEX LIFECYCLE 2005	232478	1,985,
MFO PYRAMIS INDEX LIFECYCLE 2010	1313848	11,062,
MFO PYRAMIS INDEX LIFECYCLE 2015	2548741	20,925,
MFO PYRAMIS INDEX LIFECYCLE 2020	3137080	23,935,
MFO PYRAMIS INDEX LIFECYCLE 2025	3346397	25,097,
MFO PYRAMIS INDEX LIFECYCLE 2030	2265238	15,879,
MFO PYRAMIS INDEX LIFECYCLE 2035	1762359	12,195,
MFO PYRAMIS INDEX LIFECYCLE 2040	1448448	9,863,
MFO PYRAMIS INDEX LIFECYCLE 2045	1206383	8,215,
MFO PYRAMIS INDEX LIFECYCLE 2050	689041	4,602,
VELLS FARGO SHORT TERM INVESTMENT FUND A	50393552	50,393,

GALLIARD CAPITAL MANAGEMENT WELLS FARGO, NA FIXED INCOME FUND A	5991675	111,711,
GALLIARD CAPITAL MANAGEMENT WELLS FARGO, NA FIXED INCOME FUND D	11640647	124,245,
GALLIARD CAPITAL MANAGEMENT WELLS FARGO, NA FIXED INCOME FUND E	6196586	111,368,
GALLIARD CAPITAL MANAGEMENT WELLS FARGO, NA FIXED INCOME FUND F	23694235	271,924,

Total Value of Interest in Common/Collective Trust Funds \$1,278,465,

Table of Contents

Harris Corporation Retirement Plan
E.I.N. 34-0276860
Plan Number 015
Schedule H, Line 4(i)
Schedule of Assets (Held at End of Year) (continued)
July 3, 2009

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	Value of Interest in Registered Investment Companies			
	MFO ALLIANZ FDS RCM TECHNOLOGY FD INSTL CL	1133588	\$	33,350,171
	MFO PRIN GLOBAL INVS COLTV INVT TR DIVERSIFIED INTL EQTY FD 50 BP FEE CL	1093663		130,518,412
	MFO RESV INVT FDS INC	5530839		5,530,839
	MFO RIDGEWORTH FDS INSTL US GOVT SECS MONEY MKT	80396070		80,396,070
	MFO HARTFORD SER FD INC SMALL CO HLS FD CL IA	3886545		43,879,091
	Total Value of Interest in Registered Investment Companies		\$	293,674,583
	Value of Interest in Foreign Bonds			
	ASIAN DEV BK BD 5.82% DUE 6-16-2028 REG EUROPEAN INVT BK EIB 10YR GLBL	525000	\$	572,688
	EUROPEAN INVT BK EIB 10 YR GLOBAL BD 5.125 DUE 05-30-2017 BEO	260000		277,899
	KREDITANSTALT FUR WIEDERAUFBAU KFW GLOBAL NT 5.125% DUE 03-14-2016 REG	735000		796,476
	BRAZIL FEDERATIVE REP BD 7.125% DUE 01-20-2037 REG	225000		241,875
	BRAZIL FEDERATIVE REP US\$ GLOBAL BD 10.125% DUE 05-15-2027 BEO	100000		137,000
	HUNGARY REP NT 4.75 DUE 02-03-2015 REG	185000		163,606
	ITALY REP NT 4.5% DUE 01-21-2015 REG	490000		505,639
		270000		281,131

QUE PROV CDA BD 5.125 DUE 11-14-2016 BEO		
MALAYSIA NT 7.5% DUE 07-15-2011 BEO	140000	153,442
SOUTH AFRICA REP NT 7.375% DUE 04-25-2012 REG	175000	187,250
ONTARIO PROV CDA NT 4.95% DUE 11-28-2016BEO	290000	296,648
UTD MEXICAN STS MTN TRANCHE # TR 00019 5.625 DUE 01-15-2017 REG	595000	600,950
Total Value of Interest in Foreign Bonds		\$ 4,214,604

Value of Interest in Municipal and Provincial Bonds

LANDWIRTSCHAFTLICHE RENTENBANK GLOBAL NT5.125% DUE 02-01-2017 BEO	145000	\$ 153,852
CALIFORNIA ST 7.55% 04-01-2039 BEO TAXABLE	140000	128,821
IL ST TAXABLE-PENSION 5.1 DUE 06-01-2033BEO TAXABLE SINKING FD 06-01-2024	460000	410,122
NOVA SCOTIA PROV CDA NOVA SCOTIA PROVINCE 5.75% DUE 02-27-2012 BEO	140000	147,719
Total Value of Interest in Municipal and Provincial Bonds		\$ 840,514

Table of Contents

**Harris Corporation Retirement Plan
E.I.N. 34-0276860
Plan Number 015
Schedule H, Line 4(i)
Schedule of Assets (Held at End of Year) (continued)
July 3, 2009**

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Value of Interest in Synthetic Guaranteed Investment Contract Wrappers			
IC NATIXIS FINANCIAL PRODUCTS CONTRACT NUMBER 21-03 RATE 2.21% MATURITY 00/00/0000 SYNTHETIC WRAPPER		\$	
MORGAN CHASE BANK NA CONTRACT NUMBER HARRIS-01 RATE 2.72% MATURITY 00/00/0000 SYNTHETIC WRAPPER			
STATE STREET BANK AND TRUST CO CONTRACT NUMBER 5004 RATE 2.03% MATURITY 00/00/0000 SYNTHETIC WRAPPER			
PACIFIC LIFE INSURANCE CO. CONTRACT NUMBER G- /236.01.0001 RATE 3.08% MATURITY 00/00/0000 SYNTHETIC WRAPPER			
MONUMENTAL LIFE INSURANCE CO. CONTRACT NO. DA00808TR RATE 3.35% MATURITY 00/00/000 SYNTHETIC WRAPPER			
ABOBANK NEDERLAND CONTRACT NUMBER HRS090701 RATE 3.40% MATURITY 00/00/0000 SYNTHETIC WRAPPER			13
Total Value of Interest in Synthetic Guaranteed Investment Contract Wrappers		\$	13

Total Investments \$2,173,13

Note: Cost information has not been included in column (d) because all investments are participant-directed.

* Party-in-interest to the Plan

Table of Contents

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on their behalf by the undersigned hereunto duly authorized.

Harris Corporation Retirement Plan
Employee Benefits Committee,
as Plan Administrator

By: /s/ Ronald A. Wyse
Ronald A. Wyse, Chairperson

Date: November 12, 2009