

LANCE HOWARD L
Form 4
March 01, 2006

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LANCE HOWARD L

(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)
03/01/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President, and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, Par Value \$1.00 | 03/01/2006 | | S ⁽¹⁾ | 8,000 D | \$ 45.44 325,620.61 | D | |
| Common Stock, Par Value \$1.00 | 03/01/2006 | | S ⁽¹⁾ | 200 D | \$ 45.58 325,420.61 | D | |
| Common Stock, Par Value | 03/01/2006 | | S ⁽¹⁾ | 800 D | \$ 45.6 324,620.61 | D | |

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| | | | | | | | | |
|-------------------------------|------------|------------------|-----|---|-------------|--------------------------|---|--|
| \$1.00 | | | | | | | | |
| Common Stock, Par Value | 03/01/2006 | S ⁽¹⁾ | 200 | D | \$ 45.61 | 324,420.61 | D | |
| \$1.00 | | | | | | | | |
| Common Stock, Par Value | 03/01/2006 | S ⁽¹⁾ | 600 | D | \$ 45.63 | 323,820.61 | D | |
| \$1.00 | | | | | | | | |
| Common Stock, Par Value | 03/01/2006 | S ⁽¹⁾ | 900 | D | \$ 45.64 | 322,920.61 | D | |
| \$1.00 | | | | | | | | |
| Common Stock, Par Value | 03/01/2006 | S ⁽¹⁾ | 700 | D | \$ 45.65 | 322,220.61 | D | |
| \$1.00 | | | | | | | | |
| Common Stock, Par Value | 03/01/2006 | S ⁽¹⁾ | 200 | D | \$ 45.66 | 322,020.61 | D | |
| \$1.00 | | | | | | | | |
| Common Stock, Par Value | 03/01/2006 | S ⁽¹⁾ | 100 | D | \$ 45.67 | 321,920.61 | D | |
| \$1.00 | | | | | | | | |
| Common Stock, Par Value | 03/01/2006 | S ⁽¹⁾ | 300 | D | \$ 45.7 | 321,620.61 <u>(2)</u> | D | |
| \$1.00 | | | | | | | | |

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.

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(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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|---|--|--|---|---|--|
|---|--|---|---|---|--|--|---|---|--|

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(Instr. 3,
4, and 5)

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------|---------------------|--------------------|-------|--|
| Code V (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LANCE HOWARD L CORPORATE HEADQUARTERS 1025 W. NASA BOULEVARD MELBOURNE, FL 32919 | X | | Chairman, President, and CEO | |

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Howard L.
Lance 03/01/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sale of shares as reported on this Form 4 were sold pursuant to a sale plan adopted by the reporting person on November 2, 2005, pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- (2) Aggregate of 321,620.61 shares listed in Column 5 of Table I includes 112,000 performance shares previously reported and subject to adjustment.

Remarks:

Exhibit List:

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.