

THORSTEINSON TIMOTHY E

Form 4

September 01, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
THORSTEINSON TIMOTHY E

(Last) (First) (Middle)

BROADCAST
COMMUNICATIONS
DIVISION, 25 DYAS ROAD

(Street)

NORTH YORK, A6 M3B 1V7

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/28/2009

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 ____ Other (specify
below) below)

President - BCD

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 Ownership (Instr. 4)
Common Stock, Par Value \$1.00	08/28/2009		M	6,200 (1)	A \$ 0 16,471	D	
Common Stock, Par Value \$1.00	08/28/2009		A	1,550 (2)	A \$ 0 18,021	D	
Common Stock, Par Value	08/28/2009		F	3,410 (3)	D \$ 14,611 35.04	D	

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\$1.00

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Sec (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Stock Units	\$ 0 ⁽⁴⁾	08/28/2009		M		6,200		⁽¹⁾	⁽¹⁾	Common Stock, Par Value \$1.00
Performance Stock Units	\$ 0 ⁽⁵⁾	08/28/2009		A		11,300		⁽⁵⁾	⁽⁵⁾	Common Stock, Par Value \$1.00
Non-Qualified Stock Option (Right to Buy)	\$ 35.04	08/28/2009		A		41,100		⁽⁷⁾	08/28/2019	Common Stock, Par Value \$1.00

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

THORSTEINSON TIMOTHY E
BROADCAST COMMUNICATIONS DIVISION
25 DYAS ROAD
NORTH YORK, A6 M3B 1V7

President - BCD

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Timothy E.
Thorsteinson

09/01/2009

 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 6,200 performance stock units granted on 8/25/06 vested on 7/3/09 and is paid in shares of common stock on 8/28/09. The grant was previously reported.
- (2) Increase in performance stock units granted 8/25/06 based upon performance stock unit payout formula resulting in an additional payment in shares of common stock on 8/28/09.
- (3) Shares withheld by company to pay tax liability on vesting of performance stock units previously awarded.
- (4) Each performance stock unit represented a contingent right to receive one share of the Issuer's common stock. These performance stock units were paid out in shares of common stock on 8/28/09.

Each performance stock unit represents a contingent right to one share of the Issuer's common stock. Performance stock units are subject to future adjustment; performance period started 7/4/09. The 11,300 performance stock units will vest on 6/29/12. Vested shares are subject to future adjustment and will be delivered to the reporting person within two and one-half months of vesting.
- (5) The aggregate of 22,500 performance stock units listed in Column 9 of Table II includes 11,100 performance stock units previously reported and subject to adjustment.
- (6) Of the 41,100 shares granted on this 8/28/09 stock option, 13,700 shares are exercisable on 8/28/10, 13,700 shares are exercisable on 8/28/11, and 13,700 shares are exercisable on 8/28/12.

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.

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