

HENRY ROBERT K
Form 4
February 03, 2006

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HENRY ROBERT K

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior VP & President - GCSD

(Last) (First) (Middle)
GOVT. COMMS. SYSTEMS
DIVISION, 2400 PALM BAY
ROAD, N.E.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/03/2006

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

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

PALM BAY, FL 32905

(City) (State) (Zip)

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)
			Code	V	Amount or Price		
Common Stock, Par Value \$1.00	02/03/2006		S		600	D	\$ 46.1 159,864.45
Common Stock, Par Value \$1.00	02/03/2006		S		900	D	\$ 46.11 158,964.65
Common Stock, Par Value	02/03/2006		S		1,500	D	\$ 46.13 157,464.65

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\$1.00								
Common Stock, Par Value	02/03/2006	S	100	D	\$ 46.16	157,364.65	D	
\$1.00								
Common Stock, Par Value	02/03/2006	S	700	D	\$ 46.24	156,664.65	D	
\$1.00								
Common Stock, Par Value	02/03/2006	S	300	D	\$ 46.3	156,364.65	D	
\$1.00								
Common Stock, Par Value	02/03/2006	S	1,900	D	\$ 46.31	154,464.65	D	
\$1.00								
Common Stock, Par Value	02/03/2006	S	400	D	\$ 46.32	154,064.65	D	
\$1.00								
Common Stock, Par Value	02/03/2006	S	300	D	\$ 46.33	153,764.65	D	
\$1.00								
Common Stock, Par Value	02/03/2006	S	200	D	\$ 46.37	153,564.65	D	
\$1.00								
Common Stock, Par Value	02/03/2006	S	600	D	\$ 46.39	152,964.65 <u>(1)</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.

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENRY ROBERT K GOVT. COMMS. SYSTEMS DIVISION 2400 PALM BAY ROAD, N.E. PALM BAY, FL 32905			Senior VP & President - GCSD	

Signatures

By: /s/ Scott T. Mikuen, Attorney-in-Fact, For: Robert K. Henry
 Date: 02/03/2006

__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) Aggregate of 152,964.65 shares listed in Column 5 of Table I includes: (a) 50,000 restricted shares previously reported and subject to vesting; (b) 42,500 performance shares previously reported and subject to adjustment; and (c) 23.37 shares acquired through the Harris Corporation 401(k) Retirement Plan from 11/16/05 through 2/1/06. The sale of 7,500 shares as reported in this Form 4 were sold pursuant to a sale plan adopted by the reporting person on December 8, 2005, pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.

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.