

HARRIS CORP /DE/  
Form 11-K  
June 26, 2015  
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 December 31, 2014**

**OR**

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

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**

**As of December 31, 2014 and 2013**

**and for the Year Ended December 31, 2014**

**Table of Contents**

**HARRIS CORPORATION RETIREMENT PLAN**

December 31, 2014 and 2013 and for the year ended December 31, 2014

Table of Contents

<b><u>Report of Independent Registered Certified Public Accounting Firm</u></b>	1
<b>Audited Financial Statements:</b>	
<u>Statements of Net Assets Available for Benefits</u>	2
<u>Statement of Changes in Net Assets Available for Benefits</u>	3
<u>Notes to the Financial Statements</u>	4
<b>Supplemental Information:</b>	
<u>Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)</u>	12
<b><u>Signature</u></b>	29

**Exhibit:**

23.1 Consent of Independent Registered Certified Public Accounting Firm

All other schedules required by section 2520-103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

**Table of Contents**

**REPORT OF INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM**

To the Participants and the Harris Corporation Employee Benefits Committee of the

Harris Corporation Retirement Plan

We have audited the accompanying statements of net assets available for benefits of the Harris Corporation Retirement Plan (the Plan ) as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014. The Plan's management is responsible for these financial statements. 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. The Plan is not required to have, nor were we engaged to perform, an audit of its 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, as well as 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 Harris Corporation Retirement Plan at December 31, 2014 and 2013, and the changes in its net assets available for benefits for the year ended December 31, 2014, in conformity with accounting principles generally accepted in the United States of America.

The schedule of assets (held at end of year) (the Supplemental Schedule ) has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The Supplemental Schedule is the responsibility of the Plan's management. Our audit procedures included determining whether the Supplemental Schedule reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the Supplemental Schedule. In forming our opinion on the Supplemental Schedule, we evaluated whether the Supplemental Schedule including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for reporting and disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the Supplemental Schedule is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ Carr, Riggs & Ingram, LLC

Melbourne, Florida

June 26, 2015

**Table of Contents****HARRIS CORPORATION RETIREMENT PLAN**

Statements of Net Assets Available for Benefits

	December 31, 2014	December 31, 2013
<b>ASSETS</b>		
<b>Investments at fair value:</b>		
Interest bearing cash	\$ 3,707,972	\$ 12,123,369
Preferred stocks	899,133	167,247
Common stocks	798,017,324	796,851,485
Registered investment companies	289,910,701	276,932,318
Common/collective trust funds	2,433,029,396	2,357,513,313
Synthetic guaranteed investment contract wrappers	170,474	217,650
<b>Total investments at fair value</b>	<b>3,525,735,000</b>	<b>3,443,805,382</b>
<b>Receivables:</b>		
Accrued interest and dividends	724,229	681,601
Notes receivable from participants	45,076,733	45,684,314
Due from broker for securities sold	726,355	903,655
<b>Total receivables</b>	<b>46,527,317</b>	<b>47,269,570</b>
<b>Total assets</b>	<b>3,572,262,317</b>	<b>3,491,074,952</b>
<b>LIABILITIES</b>		
Accrued administrative expenses	604,138	587,477
Due to broker for securities purchased	448,015	788,270
<b>Total liabilities</b>	<b>1,052,153</b>	<b>1,375,747</b>
<b>Net assets available for benefits at fair value</b>	<b>3,571,210,164</b>	<b>3,489,699,205</b>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(12,141,631)	(7,158,387)
<b>Net assets available for benefits</b>	<b>\$ 3,559,068,533</b>	<b>\$ 3,482,540,818</b>

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

**Table of Contents****HARRIS CORPORATION RETIREMENT PLAN**

Statement of Changes in Net Assets Available for Benefits

For the year ended December 31, 2014

<b>Additions to net assets attributed to:</b>	
Investment income:	
Net appreciation in fair value of investments	\$ 191,207,875
Dividends	12,723,627
<b>Total</b>	<b>203,931,502</b>
Contributions:	
Participant rollovers	7,847,174
Employer matching	50,841,078
Participant (other than rollovers)	99,865,588
<b>Total contributions</b>	<b>158,553,840</b>
Interest on notes receivable from participants	1,828,496
<b>Total additions</b>	<b>364,313,838</b>
<b>Deductions from net assets attributed to:</b>	
Benefits paid to participants	281,799,675
Administrative expenses	5,986,448
<b>Total deductions</b>	<b>287,786,123</b>
<b>Net increase</b>	<b>76,527,715</b>
<b>Net assets available for benefits:</b>	
Beginning of year	3,482,540,818
End of year	\$ 3,559,068,533

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

**Table of Contents****HARRIS CORPORATION RETIREMENT PLAN**

Notes to the Financial Statements

December 31, 2014 and 2013

**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 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 eligible compensation, as defined in the Plan document and subject to Internal Revenue Code (the Code) limitations, on a pre-tax and/or an after-tax basis. 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/designated Roth after-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%, 5% or 6% (depending on business unit) of eligible compensation for any eligible employee who has completed one year of service with the Company. 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 eligible compensation as defined in the Plan document. For the year ended December 31, 2014, no profit sharing contributions were made. In addition, participants may rollover amounts to the Plan from other qualified plans or certain individual retirement accounts (IRAs).
- 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 account, or installments of his or her vested account over a future period. Alternatively, a participant may rollover his or her vested account to an eligible retirement plan or IRA.
- D. **Participant Loans** The participant loan program permits participants to borrow against their pre-tax, regular after-tax, qualified non-elective, 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 Performance Reward Plan (or similar 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.



F. **Vesting** Participants are immediately vested in their pre-tax, regular after-tax, designated Roth after-tax, qualified non-elective 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 service, based on the following schedule:

<b>Years of Service</b>	<b>Vesting Percentage</b>
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 plus earnings thereon, more quickly than described above. In addition, in the event of a disposition by the Company of a business or substantially all of the assets of a business, the participants impacted by such disposition may in certain circumstances become 100% vested in Employer contributions plus earnings thereon.

**Table of Contents**

A participant also becomes 100% vested in Employer contributions plus earnings thereon, upon his or her termination of employment after attaining age 55 or on account of his or her death or disability, or if a participant dies while on leave of absence due to qualified military service.

**G. Forfeitures** A terminated participant who is not 100% vested will forfeit the non-vested portion of the Company's contributions plus earnings thereon 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 December 31, 2014 and 2013 were \$580,638 and \$391,052, respectively. For the year ended December 31, 2014, Company contributions to the Plan were reduced by \$968,584 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 Company 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 Harris Stock Fund has been designated as an employee stock ownership plan, which means that the Company is entitled to a deduction for dividends paid on shares held in the Harris Stock Fund. Any such dividends are 100% vested and participants are permitted to elect that such dividends either be maintained in the Plan and reinvested in the Harris Stock Fund or paid from the Plan in cash to the participant.

The investment options are described in detail in the Plan's Summary Plan Description, which is available to all participants. In the event no investment option is selected by a participant, the default investment option for contributions is the LifeCycle Fund that is age-appropriate for the participant. Elections to change investment options 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 Summary Plan Description.

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting** The accounting records of the Plan are maintained on the accrual basis.

**Valuation of Investments** The Plan's investments generally are stated at fair value. Quoted market prices are used, when available, to value investments. Investments for which quoted market prices are not available are stated at fair values as reported by the Trustee or investee company. See Note 7 Financial Instruments for further information on the valuation of investments.

**Notes Receivable from Participants** Notes receivable from participants represent participant loans recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2014 or 2013. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded upon the participant's eligibility for a plan distribution.

**Synthetic Guaranteed Investment Contracts** During 2014 and 2013, 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 prices of underlying investments. The fair value of the contract wrapper was based on the present value of the difference between the current fee and fee re-bids provided by the issuers and was \$170,474 and \$217,650 at December 31, 2014 and 2013, respectively. The Plan generally values investments at fair value except synthetic GICs which are adjusted to contract value. See Note 7 Financial Instruments for further discussion of fair value measurements.

## Edgar Filing: HARRIS CORP /DE/ - Form 11-K

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.

**Table of Contents**

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 underlying the contract.

The investments in synthetic GICs are presented at fair value and adjusted to contract 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, has occurred or is probable.

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 1.55% at December 31, 2014 and 1.65% at December 31, 2013. The average yield based on interest rate credited to participants was approximately 1.91% at December 31, 2014 and 1.88% at December 31, 2013.

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

**Administrative Expenses** Unless otherwise elected by the Company, 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**

For the year ended December 31, 2014, the Plan's investments (including investments bought, sold and held during such period) changed in value as follows:

Net appreciation (depreciation) in fair value as determined by quoted market prices:	
Preferred stocks	\$ (6,428)
Common stocks	48,404,245
Registered investment companies	17,044,356
	65,442,173

Edgar Filing: HARRIS CORP /DE/ - Form 11-K

Net appreciation in fair value as determined by investee company/Trustee:

Common/collective trust funds	125,765,702
-------------------------------	-------------

Total net change in fair value	\$ 191,207,875
--------------------------------	----------------

**Table of Contents**

The fair value of individual investments that represent 5% or more of Plan net assets is as follows:

	December 31, 2014	December 31, 2013
Prin Global Invs COLTV Invt TR Diversified Intl Eqty FD 50 BP Fee CL	\$ 218,398,314	\$ 233,018,319
NT Collective Russell 1000 Index Fund Non Lending	180,769,858	*
NT Collective S&P 500 Index Fund-DC-Non Lending (Tier J)	341,779,632	289,597,961
NT Collective Aggregate Bond Index Fund Non Lending	301,653,846	269,764,588
Galliard Capital Management Wells Fargo Bank NA Fixed Income Fund F	267,411,607	175,039,637

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

**NOTE 4 RELATED-PARTY TRANSACTIONS**

Certain Plan investments are shares of common stock of Harris Corporation and balances in common/collective trust funds 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 under the provisions of ERISA.

The Plan's investments in Harris Corporation common stock (included with other common stock) and in common/collective trust funds managed by Northern Trust (included with other common/collective trust funds) are as follows:

	December 31, 2014		December 31, 2013	
	Shares	Fair Value	Shares	Fair Value
<b>Common stock</b>				
Harris Corporation common stock	1848882	\$ 132,786,705	1999233	\$ 139,566,456
<b>Common/collective trust funds</b>				
NT Collective Russell 1000 Index Fund Non Lending	8352733	180,769,858	8974317	171,526,128
NT Collective Extended Equity Index Fund Non Lending	676389	162,265,728	712161	158,859,566
NT Collective S&P 500 Index Fund-DC-Non Lending (Tier J)	51613	341,779,632	49709	289,597,961
NT Collective Aggregate Bond Index Fund Non Lending	2292551	301,653,846	2174995	269,764,588
NTGI Coltv Govt STIF Registered	3933171	3,933,171	3203379	3,203,379

During 2014, the Plan made the following purchases and sales of related party investments:

	Purchases	Sales
<b>Common stock</b>		
Harris Corporation common stock	\$ 12,131,495	\$ 20,410,484
<b>Common/collective trust funds</b>		
NT Collective Russell 1000 Index Fund Non Lending	47,228,174	60,177,069
NT Collective Extended Equity Index Fund Non Lending	25,816,463	33,824,923
NT Collective S&P 500 Index Fund-DC-Non Lending (Tier J)	48,434,134	35,768,734
NT Collective Aggregate Bond Index Fund Non Lending	16,264,709	34,851,011
NTGI Coltv Govt STIF Registered	*	*

\* Activity in this fund represents overnight interest bearing deposits (sweeps) of otherwise un-invested daily cash.

---

**Table of Contents**

**NOTE 5 INCOME TAX STATUS**

The Plan has received a determination letter from the Internal Revenue Service ( IRS ) dated October 30, 2013 stating that the Plan is qualified under Section 401(a) of the Code and the related trust is exempt from taxation. Although the Plan has been amended since receiving the determination letter, the Plan's sponsor and the Plan's tax counsel believe the Plan, as amended, is qualified and the related trust is exempt from taxation.

U.S. GAAP requires Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2011.

**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**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in the principal market (or most advantageous market, in the absence of a principal market) for the asset or liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). A three-level fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

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.

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, common stocks and registered investment companies. 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 of preferred stocks, 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. As of December 31, 2014 and 2013, there were no Level 3 assets held by the Plan.





**Table of Contents****Assets Measured at Fair Value on a Recurring Basis**

Assets measured at fair value on a recurring basis at December 31, 2014 are as follows:

	Level 1	Level 2	Level 3	Total
<b>Assets</b>				
Interest bearing cash	\$ 3,707,972	\$	\$	\$ 3,707,972
Preferred stocks		899,133		899,133
Common stocks:				
Consumer	126,002,819			126,002,819
Energy	61,532,252			61,532,252
Financial	97,115,750			97,115,750
Health care	83,942,958			83,942,958
Industrial	80,754,947			80,754,947
Information technology	283,936,903			283,936,903
Other	64,731,695			64,731,695
Total common stocks	798,017,324			798,017,324
Registered investment companies:				
Small company funds	118,212,802			118,212,802
Technology funds	89,371,817			89,371,817
U.S. Government securities money market funds	61,735,927			61,735,927
Other funds	20,590,155			20,590,155
Total registered investment companies	289,910,701			289,910,701
Common/collective trust funds (a):				
Fixed income funds		642,564,302		642,564,302
Index funds		1,568,133,609		1,568,133,609
International equity funds		218,398,314		218,398,314
Other funds		3,933,171		3,933,171
Total common/collective trust funds (a)		2,433,029,396		2,433,029,396
Synthetic guaranteed investment contract wrappers		170,474		170,474
<b>Total Assets Measured at Fair Value</b>	<b>\$ 1,091,635,997</b>	<b>\$ 2,434,099,003</b>	<b>\$</b>	<b>\$ 3,525,735,000</b>

**Table of Contents**

Assets measured at fair value on a recurring basis at December 31, 2013 are as follows:

	Level 1	Level 2	Level 3	Total
<b>Assets</b>				
Interest bearing cash	\$ 12,123,369	\$	\$	\$ 12,123,369
*Preferred stocks		167,247		167,247
Common stocks:				
Consumer	134,707,752			134,707,752
Energy	74,399,910			74,399,910
Financial	96,881,001			96,881,001
Health care	71,994,200			71,994,200
Industrial	77,239,374			77,239,374
Information technology	277,889,739			277,889,739
Other	63,739,509			63,739,509
Total common stocks	796,851,485			796,851,485
Registered investment companies:				
Small company funds	119,808,362			119,808,362
Technology funds	72,862,017			72,862,017
U.S. Government securities money market funds	68,374,260			68,374,260
Other funds	15,887,679			15,887,679
Total registered investment companies	276,932,318			276,932,318
Common/collective trust funds (a):				
Fixed income funds		693,509,496		693,509,496
*Index funds		1,427,782,119		1,427,782,119
*International equity funds		233,018,319		233,018,319
Other funds		3,203,379		3,203,379
Total common/collective trust funds (a)		2,357,513,313		2,357,513,313
Synthetic guaranteed investment contract wrappers		217,650		217,650
<b>Total Assets Measured at Fair Value</b>	<b>\$ 1,085,907,172</b>	<b>\$ 2,357,898,210</b>	<b>\$</b>	<b>\$ 3,443,805,382</b>

- (a) Common/collective trust funds share the common goal of first growing then later preserving principal and contain a mix of U.S. stocks, U.S. issued bonds and cash. There are currently no redemption restrictions on these investments. The fair values of the investments in this category have been estimated using the net asset value per share calculated by its issuer utilizing quoted market prices, most recent bid prices in the principal market in which the securities are normally traded, pricing services and dealer quotes. Net asset values are reported by the funds and are supported by the unit prices of actual purchases and sale transactions occurring as of or close to the financial statement date.

\* *Reclassification between funds to conform with current year presentation.*

**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 U.S. GAAP 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:

	<b>December 31, 2014</b>	<b>December 31, 2013</b>
Net assets available for benefits per the financial statements	\$ 3,559,068,533	\$ 3,482,540,818
Benefits due to participants	(903,230)	(1,651,840)
Adjustment to fair value from contract value for fully benefit-responsive investment contracts	12,141,631	7,158,387
Net assets available for benefits per the Form 5500	\$ 3,570,306,934	\$ 3,488,047,365

**Table of Contents**

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500 for the year ended December 31, 2014:

Benefits paid to participants per the financial statements	\$ 281,799,675
Add: benefits due but unpaid at December 31, 2014	903,230
Less: benefits due but unpaid at December 31, 2013	(1,651,840)
 Total benefit payments, corrective distributions and deemed distributions per the Form 5500	 \$ 281,051,065

The following is a reconciliation of investment income per the financial statements to the Form 5500 for the year ended December 31, 2014:

Net change in Plan assets per the financial statements	\$ 76,527,715
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2013	(7,158,387)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2014	12,141,631
Benefits due but unpaid at December 31, 2014	(903,230)
Benefits due but unpaid at December 31, 2013	1,651,840
 Net income and transfers in per the Form 5500	 \$ 82,259,569

**NOTE 9 SUBSEQUENT EVENT**

Effective May 29, 2015 the Plan's sponsor completed its acquisition of Exelis Inc. The Plan's sponsor is considering a potential merger of the Exelis Retirement Savings Plan into the Plan and is currently evaluating the impact of the potential merger on the Plan's financial statements.

**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)**

December 31, 2014

(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 Notes Receivable from Participants)</i>	(d) Cost	(e) Value
<b>Value of Interest in Interest Bearing Cash</b>				
	INTEREST BEARING CASH	3707972		\$ 3,707,972
	<b>Total Value of Interest in Interest Bearing Cash</b>			<b>\$ 3,707,972</b>
<b>Value of Interest in Preferred Stocks</b>				
	AIRBNB INC SERIES D CVT PFD STOK TROWE PRICE ONLY	1693		\$ 206,782
	DROPBOX SER C CVT PFD STK SERIES C PRFD TROWE P	10857		207,381
	FLIPKART LIMITED SERIES C PVTPL PFC TROWE PRICE	184550		184,550
	LIVING SOCIAL INC PFD STK SER F	6726		3,094
	UBER TECHNOLOGIES INC SER E PVTPL PFD STK TROWE	2231		297,326
	<b>Total Value of Interest in Preferred Stocks</b>			<b>\$ 899,133</b>
<b>Value of Interest in Common Stocks</b>				
	ACTAVIS PLC COM	3300		\$ 849,453
	ADDUS HOMECARE CORP COM STK	1760		42,715
	ADOBE SYS INC COM	61400		4,463,780
	ADR ALIBABA GROUP HLDG LTD-SP A	72950		7,582,423

Edgar Filing: HARRIS CORP /DE/ - Form 11-K

ADR ARM HLDS PLC SPONSORED ISIN US0420681068	79000	3,657,700
ADR ASML HLDG NV NY REG 2012 (POST REV SPLIT)	40000	4,313,200
ADR Baidu INC SPONSORED ADR	49700	11,330,109
ADR BP P L C SPONSORED ADR	38756	1,477,379

See Report of Independent Registered Public Accounting Firm

**Table of Contents**

(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 (In Shares/Par Value Except Notes Receivable from Participants)	(d) Cost	(e) Value
	ADR CTRIP COM INTL LTD ADS AMERICAN DEP SHS	16600		755,300
	ADR FLY LEASING LTD-ADR	22477		295,573
	ADR ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS	64100		4,291,495
	ADR VIPSHOP HLDGS LTD SPONSORED ADR	37600		734,704
	AES CORP COM	85700		1,180,089
	AIR METHODS CORP COM NEW COM NEW	30779		1,355,199
	ALBANY INTL CORP NEW CL A	66641		2,531,692
	ALEXION PHARMACEUTICALS INC COM	42500		7,863,775
	ALLERGAN INC COM STOCK CASH AND STOCK MERGER 03-17-2015 #REORG	11500		2,444,785
	AMAZON COM INC COM	18971		5,887,650
	AMERICAN AIRLINES INC COM USD1	78000		4,183,140
	AMERICAN CAP LTD COM STK	140951		2,059,294
	AMERICAN EQUITY INVT LIFE HLDG CO COM	40098		1,170,461
	AMERICAN EXPRESS CO	37400		3,479,696
	ANADARKO PETRO CORP COM	24100		1,988,250
	ANALOG DEVICES INC COM	40200		2,231,904
	APACHE CORP COM	77500		4,856,925
	APPLE INC COM STK	33700		3,719,806

See Report of Independent Registered Public Accounting Firm

**Table of Contents**

(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 (In Shares/Par Value Except Notes Receivable from Participants)	(d) Cost	(e) Value
	APPLIED MATERIALS INC COM	139500		3,476,340
	ARCHER-DANIELS-MIDLAND CO COM	70700		3,676,400
	ASCENT CAP GROUP INC COM SER A STK	27108		1,434,826
	ASSURANT INC COM	17959		1,228,934
	AT&T INC COM	135341		4,546,104
	ATHENAHEALTH INC COM MON STOCK	19600		2,855,720
	ATLC TELE-NETWORK INC COM NEW	25979		1,755,921
	AVON PRODUCTS INC COM USD0.25	119700		1,123,983
	BANK NEW YORK MELLON CORP COM STK	2200		89,254
	BANK OF AMERICA CORP	321764		5,756,358
	BIOGEN INC COMMON STOCK	25800		8,757,810
	BIOMARIN PHARMACEUTICAL INC COM ISIN CH0008107010	36500		3,299,600
	BOEING CO COM	65600		8,526,688
	BRISTOL MYERS SQUIBB CO COM	69000		4,073,070
	BRISTOW GROUP INC COM	28520		1,876,331
	BROADRIDGE FINL SOLUTIONS INC COM STK	66359		3,064,459
	CA INC COM	30400		925,680
	CABLEVISION SYS CORP CL A COM STK	82600		1,704,864

See Report of Independent Registered Public Accounting Firm



**Table of Contents**

(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 Notes Receivable from Participants)</i>	(d) Cost	(e) Value
	CAMPBELL SOUP CO COM	35800		1,575,200
	CAMPUS CREST CMNTYS INC COM	119315		872,193
	CAPITOL FED FINL INC COM	45745		584,621
	CARMAX INC COM	17500		1,165,150
	CARNIVAL CORP COM PAIRED	72800		3,300,024
	CASEYS GEN STORES INC COM	9318		841,602
	CASH AMER INVTS INC COM	44305		1,002,179
	CATO CORP NEW CL A CL A	27052		1,141,053
	CELGENE CORP COM	28100		3,143,266
	CENTURYLINK INC COM	49875		1,974,053
	CERNER CORP COM	58000		3,750,280
	CHEVRON CORP COM	56078		6,290,830
	CHIPOTLE MEXICAN GRILL INC COM STK	9500		6,502,845
	CHUBB CORP COM	16300		1,686,561
	CISCO SYSTEMS INC	118300		3,290,515
	CLEARWATER PAPER CORP COM STK	23760		1,628,748
	CLOROX CO COM	25900		2,699,039
	COACH INC COM	22000		826,320

See Report of Independent Registered Public Accounting Firm

**Table of Contents**

(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 (In Shares/Par Value Except Notes Receivable from Participants)	(d) Cost	(e) Value
	COMCAST CORP NEW-CL A	27800		1,612,678
	COMPUTER SCI CORP COM	26700		1,683,435
	CONAGRA FOODS INC	11000		399,080
	CONOCOPHILLIPS COM	18500		1,277,610
	CONSOL ENERGY INC COM	67200		2,272,032
	CORELOGIC INC-W/I COM STK	43204		1,364,814
	CORE-MARK HLDG CO INC COM	51110		3,165,242
	CORNING INC COM	137700		3,157,461
	CTS CORP COM	58734		1,047,227
	CULP INC COM	36257		786,052
	DANAHER CORP COM	55752		4,778,504
	DEERE & CO COM	27600		2,441,772
	DELPHI AUTOMOTIVE PLC	22100		1,607,112
	DENNYS CORP COM	255247		2,631,597
	DESTINATION MATERNITY CORP COM STK	69465		1,107,967
	DIAMOND OFFSHORE DRILLING INC COM	41300		1,516,123
	DIGITAL RLTY TR INC COM	24100		1,597,830
	DIGITALGLOBE INC COM NEW COM NEW	42413		1,313,531

See Report of Independent Registered Public Accounting Firm

**Table of Contents**

(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 (In Shares/Par Value Except Notes Receivable from Participants)	(d) Cost	(e) Value
	DROPBOX INC CL A COM STK - TROWE PRICE ONLY	2210		42,214
	DST SYS INC COM	5365		505,115
	DU PONT E I DE NEMOURS & CO COM STK	29100		2,151,654
	DUKE ENERGY CORP NEW COM NEW COM NEW	52302		4,369,309
	EATON CORP PLC COM USD0.50	24538		1,667,602
	ECHOSTAR CORPORATION	50263		2,638,808
	ECOLAB INC COM	1900		198,588
	ELI LILLY & CO COM	22900		1,579,871
	EMERSON ELECTRIC CO COM	56000		3,456,880
	ENPRO INDS INC COM	46310		2,906,416
	ENERGY CORP NEW COM	44100		3,857,868
	EQT CORP COM	16800		1,271,760
	ESTEE LAUDER COMPANIES INC CL A USD0.01	15800		1,203,960
	EXELON CORP COM	77500		2,873,700
	EXXON MOBIL CORP COM	62726		5,799,019
	FACEBOOK INC CL A CL A	148092		11,554,138
	FARMERS CAP BK CORP COM	16943		394,602
	FEDEX CORP COM	8000		1,389,280

See Report of Independent Registered Public Accounting Firm

**Table of Contents**

(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 Notes Receivable from Participants)</i>	(d) Cost	(e) Value
	FIRSTENERGY CORP COM	58635		2,286,179
	FLOWSERVE CORP COM	16400		981,212
	FMC TECHNOLOGIES INC COM	57000		2,669,880
	FORD MTR CO DEL COM PAR \$0.01 COM PAR \$0.01	110200		1,708,100
	FOREST CY ENTERPRISES INC CL A	82737		1,762,298
	GEN MTRS CO COM	51327		1,791,826
	GENERAL ELECTRIC CO	350900		8,867,243
	GENUINE PARTS CO COM	21700		2,312,569
	GILEAD SCIENCES INC	38200		3,600,732
	GLAXOSMITHKLINE ORD GBP0.25	68888		1,478,011
	GOOGLE INC CL A	16750		8,888,555
	GOOGLE INC COM USD0.001 CL C	14030		7,385,392
	HANESBRANDS INC COM STK	7200		803,664
	*HARRIS CORP COM	1848882		132,786,705
	HESS CORP COM STK	58100		4,288,942
	HILTON WORLDWIDE HLDGS INC COM	47150		1,230,144
	HONEYWELL INTL INC COM STK	38700		3,866,904
	HUMANA INC COM	10200		1,465,026
See Report of Independent Registered Public Accounting Firm				

**Table of Contents**

(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 (In Shares/Par Value Except Notes Receivable from Participants)	(d) Cost	(e) Value
	HUNT J B TRANS SVCS INC COM	18700		1,575,475
	ILL TOOL WKS INC COM	54900		5,199,030
	INNOFOS HLDGS INC COM STK	21178		1,237,854
	INTERCONTINENTAL EXCHANGE INC COM	4700		1,030,663
	INTERNATIONAL BUSINESS MACHS CORP COM	15800		2,534,952
	INTL PAPER CO COM	81596		4,371,914
	INTUITIVE SURGICAL INC COM NEW STK	5700		3,014,958
	JOHNSON & JOHNSON COM USD1	51000		5,333,070
	JOHNSON CTL INC COM	45000		2,175,300
	JOY GLOBAL INC COM	35900		1,670,068
	JPMORGAN CHASE & CO COM	142124		8,894,120
	KADANT INC COM	46028		1,964,935
	KELLOGG CO COM USD0.25	7500		490,800
	KEMPER CORP DEL COM	13436		485,174
	KMG CHEMICALS INC COM	20218		404,360
	KOHL'S CORP COM	61400		3,747,856
	KS CY SOUTHN	7500		915,225
	LAS VEGAS SANDS CORP COM STK	61000		3,547,760
See Report of Independent Registered Public Accounting Firm				

**Table of Contents**

(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 Notes Receivable from Participants)</i>	(d) Cost	(e) Value
	LEGG MASON INC COM	700		37,359
	LENDINGCLUB CORP COM	40000		1,012,000
	LINKEDIN CORP CL A	34900		8,016,879
	LOEWS CORP COM	52600		2,210,252
	LOWES COS INC COM	36700		2,524,960
	MACYS INC COM STK	41800		2,748,350
	MAIDEN HOLDINGS LTD\MAIDEN HOLDINGS LTD\COM STK	52761		674,813
	MARSH & MCLENNAN CO S INC COM	84000		4,808,160
	MASCO CORP COM	80100		2,018,520
	MATTEL INC COM	109000		3,373,005
	MAXIMUS INC COM	22590		1,238,836
	MC CORMICK & CO INC COM NON-VTG	18400		1,367,120
	MC DONALDS CORP COM	8900		833,930
	MCGRATH RENTCORP COM	37500		1,344,750
	MCKESSON CORP	22250		4,618,655
	MEADWESTVACO CORP COM	44200		1,962,038
	MERCK & CO INC NEW COM	73000		4,145,670
	METLIFE INC COM STK USD0.01	41500		2,244,735

See Report of Independent Registered Public Accounting Firm

**Table of Contents**

(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 Notes Receivable from Participants)</i>	(d) Cost	(e) Value
	MFA FINL INC	173662		1,387,559
	MGM RESORTS INTERNATIONAL COM	104562		2,235,536
	MICHAEL KORS HOLDINGS LTD COM NPV	7300		548,230
	MICROSOFT CORP COM	68300		3,172,535
	MLP OCH-ZIFF CAP MGMT GROUP CL A SHS CL A	15100		176,368
	MONEYGRAM INTL INC COM NEW COM NEW	69747		634,000
	MONSANTO CO NEW COM	39400		4,707,118
	MORGAN STANLEY COM STK USD0.01	78000		3,026,400
	MOTOROLA SOLUTIONS INC	8300		556,764
	MTS SYS CORP COM	13836		1,038,115
	MURPHY OIL CORP COM	55000		2,778,600
	NATIONAL GEN HLDGS CORP COM	39250		730,443
	NATIONAL OILWELL VARCO COM STK	44400		2,909,532
	NEENAH PAPER INC COM	24849		1,497,649
	NETFLIX INC COM STK	2800		956,508
	NETSUITE INC COM STK	10000		1,091,700
	NEW YORK TIMES CO CL A ISIN #US6501111073	75600		999,432
	NEWMONT MINING CORP NEW COM	66400		1,254,960

See Report of Independent Registered Public Accounting Firm

**Table of Contents**

(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 Notes Receivable from Participants)</i>	(d) Cost	(e) Value
	NEWS CORP NEW CL A CL A	66400		1,041,816
	NIKE INC CL B	42000		4,038,300
	NISOURCE INC COM	102500		4,348,050
	NORTHERN TR CORP COM	50300		3,390,220
	NORTHSTAR ASSET MGMT GROUP INC COM USD0.01	74774		1,687,649
	NUCOR CORP COM	56100		2,751,705
	OCEANFIRST FINL CORP COM	36709		629,192
	ORITANI FINL CORP NEW COM STK	53409		822,499
	PAC PREMIER BANCORP COM	24849		430,633
	PALO ALTO NETWORKS INC COM USD0.0001	3300		404,481
	PEARSON ORD GBP0.25	48318		896,544
	PEPSICO INC COM	28000		2,647,680
	PFIZER INC COM	140247		4,368,694
	PIONEER NAT RES CO COM STK	14700		2,188,095
	PNC FINANCIAL SERVICES GROUP COM STK	55100		5,026,773
	POTASH CORP SASK INC COM	41800		1,476,376
	PRECISION CASTPARTS CORP COM	13500		3,251,880
	QUALCOMM INC COM	45500		3,382,015

See Report of Independent Registered Public Accounting Firm



**Table of Contents**

(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 (In Shares/Par Value Except Notes Receivable from Participants)	(d) Cost	(e) Value
	QUEST DIAGNOSTICS INC COM	33100		2,219,686
	RANGE RES CORP COM	32925		1,759,841
	RAYONIER INC REIT	44300		1,237,742
	RED HAT INC COM	26300		1,818,382
	REGENERON PHARMACEUTICALS INC COM	18700		7,671,675
	REGIONS FINL CORP NEW COM	116000		1,224,960
	RENASANT CORP COM	21517		622,487
	RIGNET INC COM	40380		1,656,791
	SALESFORCE COM INC COM STK	177300		10,515,663
	SCHLUMBERGER LTD COM COM	77700		6,636,357
	SCHWAB CHARLES CORP COM NEW	122000		3,683,180
	SERVICENOW INC COM USD0.001	18300		1,241,655
	SHERWIN-WILLIAMS CO COM	8100		2,130,624
	SOUTHWESTERN ENERGY CO COM	90500		2,469,745
	SPLUNK INC COMSTK COM USD0.001	59300		3,495,735
	STANLEY BLACK & DECKER INC COM	30200		2,901,616
	STAPLES INC COM	160400		2,906,448
	STARBUCKS CORP COM	27900		2,289,195

See Report of Independent Registered Public Accounting Firm

**Table of Contents**

(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 Notes Receivable from Participants)</i>	(d) Cost	(e) Value
	STARZ LIBERTY SER A COMMON STOCK	31570		937,629
	STATE STR CORP COM	22500		1,766,250
	SUN LIFE FINANCIAL INC.	36900		1,330,614
	SUN TR BANKS INC COM	84800		3,553,120
	SYNOVUS FINL CORP COM NEW COM NEW	79122		2,143,415
	TALISMAN ENERGY INC COM	160500		1,256,715
	TD AMERITRADE HLDG CORP COM STK	68700		2,458,086
	TELEFONICA SA EUR1	95092		1,371,588
	TESLA MTRS INC COM	5300		1,178,773
	TEXAS INSTRUMENTS INC COM	51100		2,732,062
	TFS FINL CORP COM STK	170612		2,539,560
	THE MADISON SQUARE GARDEN COMPANY	5550		417,693
	THE PRICELINE GROUP INC	9575		10,917,511
	THERMON GROUP HLDGS INC	23889		577,875
	TIFFANY & CO COM	2200		235,092
	TIME WARNER INC USD0.01	49600		4,236,832
	TRACTOR SUPPLY CO COM	21300		1,678,866
	TRIMAS CORP COM NEW COM NEW	34982		1,094,587
See Report of Independent Registered Public Accounting Firm				

**Table of Contents**

(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 Notes Receivable from Participants)</i>	(d) Cost	(e) Value
	TWENTY-FIRST CENTY FOX INC CL A CL A	97500		3,744,488
	TWITTER INC COM	15200		545,224
	UNDER ARMOR INC CL A	5100		346,290
	UNITED CONTL HLDGS INC COM STK	20600		1,377,934
	UNITED PARCEL SVC INC CL B	34600		3,846,482
	UNITEDHEALTH GROUP INC COM	19300		1,951,037
	US BANCORP	134900		6,063,755
	USG CORP COM NEW	43800		1,225,962
	VALEANT PHARMACEUTICALS INTERNATIONAL INC COMMON STOCK	20900		2,990,999
	VANTIV INC COM USD0.00001 A	25600		868,352
	VERISK ANALYTICS INC CL A CL A	12900		826,245
	VERIZON COMMUNICATIONS COM	67191		3,145,393
	VERTEX PHARMACEUTICALS INC COM	9000		1,069,200
	VISA INC COM CL A STK	66700		17,488,740
	VISHAY PRECISION GROUP INC COM	31065		533,075
	VMWARE INC CL A COM CL A COM	6400		528,128
	VODAFONE GROUP ORD USD0.2095238	189921		659,343
	VULCAN MATERIALS CO COM	64800		4,259,304

See Report of Independent Registered Public Accounting Firm

**Table of Contents**

(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 Notes Receivable from Participants)</i>	(d) Cost	(e) Value
	WABTEC CORP COM	18100		1,572,709
	WALT DISNEY CO	18800		1,770,772
	WELLS FARGO & CO NEW COM STK	133600		7,323,952
	WESTERN UNION CO	71700		1,284,147
	WEYERHAEUSER CO COM	78045		2,801,035
	WHIRLPOOL CORP COM	2200		426,228
	WHOLE FOODS MKT INC COM	69500		3,504,190
	WILLIS GROUP HOLDINGS COM USD0.000115 (NEW)	22100		990,301
	WORKDAY INC CL A COM USD0.001	8500		693,685
	WYNN RESORTS LTD COM	23600		3,510,736
	XCEL ENERGY INC COM	64900		2,331,208
	XYLEM INC COM	57400		2,185,212
	<b>Total Value of Interest in Common Stocks</b>			<b>\$ 798,017,324</b>
<b>Value of Interest in Registered Investment Companies</b>				
	ALLIANZ FDS ALLIANZGI TECHNOLOGY FD INSTL CL	1503058		\$ 89,371,817
	HARTFORD SER FD INC SMALL CO HLS FD CL IA	5066987		118,212,802
	MONEY MKT OBLIGS TR FEDT GOVT OBLIGSFD INSTL SHS	61735927		61,735,927
	RESV INVT FDS INC	20590155		20,590,155
	<b>Total Value of Interest in Registered Investment Companies</b>			<b>\$ 289,910,701</b>
<b>Value of Interest in Common/Collective Trust Funds</b>				
	BLACKROCK LIFEPAATH INDEX 2020 NL F	4315669		\$ 82,209,182
	BLACKROCK LIFEPAATH INDEX 2025 NL F	5236880		105,358,161
	BLACKROCK LIFEPAATH INDEX 2030 NL F	3673059		77,190,080
	BLACKROCK LIFEPAATH INDEX 2035 NL F	2393600		52,392,071
	BLACKROCK LIFEPAATH INDEX 2040 NL F	2089571		47,420,723

See Report of Independent Registered Public Accounting Firm



**Table of Contents**

(a)	(b)	(c)	(d)	(e)
or Similar Party	Identity of Issue, Borrower, Lessor,	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value <i>(In Shares/Par Value Except Notes Receivable from Participants)</i>	Cost	Value
	BLACKROCK LIFEPAATH INDEX 2045 NL F	2112037		49,661,389
	BLACKROCK LIFEPAATH INDEX 2050 NL F	1635570		39,715,884
	BLACKROCK LIFEPAATH INDEX 2055 NON LENDING FD F	436354		7,661,768
	BLACKROCK STRATEGIC COMPLETION NL FUND F	5627527		58,773,331
	BLACKROCK LIFEPAATH INDEX RETMT NL F	3634560		61,281,956
	PRIN GLOBAL INVS COLTV INVT TR DIVERSIFIED INTL EQTY FD 50 BP FEE CL	1009265		218,398,314
	*NT COLLECTIVE RUSSELL 1000 INDEX FUND NON LENDING	8352733		180,769,858
	*NT COLLECTIVE EXTENDED EQUITY INDEX FD NONLENDING	676389		162,265,728
	*NT COLLECTIVE S&P500 INDEX FUND-DC-NON LENDING (TIER J)	51613		341,779,632
	*NT COLLECTIVE AGGREGATE BOND INDEX FUND-NON LENDING	2292551		301,653,846
	GALLIARD CAPITAL MANAGEMENT WELLS FARGO BANK NA FIXED INCOME FUND A	5122768		125,884,328
	GALLIARD CAPITAL MANAGEMENT WELLS FARGO BANK NA FIXED INCOME FUND D	5082414		65,384,746
	GALLIARD CAPITAL MANAGEMENT WELLS FARGO BANK NA FIXED INCOME FUND F	19792873		267,411,607
	GALLIARD CAPITAL MANAGEMENT WELLS FARGO BANK NA FIXED INCOME FUND L	12294819		146,308,340
	GALLIARD CAPITAL MANAGEMENT WELLS FARGO BANK NA SHORT TERM INVESTMENT FUND S	37575281		37,575,281
	*NTGI COLTV GOVT STIF REGISTERED	3933171		3,933,171
	<b>Total Value of Interest in Common/Collective Trust Funds</b>			<b>\$ 2,433,029,396</b>

See Report of Independent Registered Public Accounting Firm

**Table of Contents**

(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 (In Shares/Par Value Except Notes Receivable from Participants)	(d) Cost	(e) Value
<b>Value of Interest in Synthetic Guaranteed Investment Contract Wrappers</b>				
	AMERICAN GENERAL LIFE INS. CO. CONTRACT NUMBER 1629650 RATE 1.38% MATURITY 00/00/0000 SYNTHETIC WRAPPER		\$	
	PACIFIC LIFE INSURANCE CO. CONTRACT NUMBER G - 27236.01.0001 RATE 2.74% MATURITY 00/00/0000 SYNTHETIC WRAPPER			
	PRUDENTIAL LIFE INS. CO. CONTRACT NUMBER GA-62487 RATE 2.18% MATURITY 00/00/0000 SYNTHETIC WRAPPER			
	STATE STREET BANK AND TRUST CO CONTRACT NUMBER 105004 RATE 1.06% MATURITY 00/00/0000 SYNTHETIC WRAPPER			
	TRANSAMERICA PREMIER LIFE INS. CO. CONTRACT NUMBER MDA01077TR RATE 2.27% MATURITY 00/00/0000 SYNTHETIC WRAPPER			170,474
	<b>Total Value of Interest in Synthetic Guaranteed Investment Contract Wrappers</b>		\$	170,474
<b>Value of Interest in Notes Receivable from Participants</b>				
	* NOTES RECEIVABLE FROM PARTICIPANTS	4.25% to 9.25%		
		Maturing through 2024	\$	45,076,733
	<b>Total Value of Interest in Notes Receivable from Participants</b>		\$	45,076,733
	<b>Total Investments including Notes Receivable from Participants</b>			\$ 3,570,811,733

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

\* Party-in-interest to the Plan  
See Report of Independent Registered Public Accounting Firm

**Table of Contents**

**SIGNATURE**

*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/ Adam Histed  
Adam Histed, Chairperson

Date: June 26, 2015