

HARRIS CORP /DE/
Form 4
February 28, 2008

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HENRY ROBERT K

(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)
02/27/2008

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)
Exec. VP and COO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, Par Value \$1.00	02/27/2008		D		50,000	D	\$ 0 (1) 119,075.38 (2)

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
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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)**

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deri Secu (Inst				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(3)	02/27/2008		A		50,000		(4)	(4)	Common Stock, Par Value \$1.00	50,000	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HENRY ROBERT K CORPORATE HEADQUARTERS 1025 W. NASA BOULEVARD MELBOURNE, FL 32919	Exec. VP and COO

Signatures

/s/ Robert K.
Henry

02/28/2008

__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) Pursuant to an irrevocable election made on April 16, 2007, the reporting person deferred the receipt of the 50,000 shares of restricted stock granted to the reporting person on February 28, 2003 and which vest on February 28, 2008 and received instead 50,000 shares of phantom stock units pursuant to the Harris Corporation Supplemental Executive Retirement Plan. As a result, the reporting person is reporting the disposition of 50,000 shares of common stock in exchange for an equal number of shares of phantom stock units.
- (2) Aggregate of 119,075.38 shares listed in Column 5 of Table I includes: (a) 33,500 performance shares previously awarded and subject to adjustment and (b) 3.68 shares acquired through the Harris Corporation 401(k) Retirement Plan on 11/20/07.
- (3) Each phantom stock unit is the economic equivalent of one share of the Issuer's common stock.
- (4) Reported phantom stock units acquired under Harris Corporation's Supplemental Executive Retirement Plan and will be settled in cash following the reporting person's retirement, termination of service, or other specified events. Commencing August 28, 2008, phantom stock units may be transferred by the reporting person into alternative investment accounts in certain other circumstances if applicable stock ownership guidelines are satisfied.
- (5) Aggregate of 55,477.51 phantom stock units includes: (a) 26.77 phantom stock units acquired through dividend reinvestment in Harris Corporation's Supplemental Executive Retirement Plan from 9/4/07 through 11/20/07 and (b) a reduction of 5.63 phantom stock units due to rounding of previous reports by the Plan's record keeper.

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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